emami Infrastructure Limited

Ref: EIL/SECRETARIAL/2017-18/976

13th October, 2017

The Department of
Corporate Services
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E),
Mumbai – 400051

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata-700001

Respected Ma'am/Sir,

Sub: Disclosure under Regulation 34: Annual Report for the Financial Year 2016-17

In terms of requirement of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of the Company which has been approved and adopted in the 9th Annual General Meeting of the Company held on 21st September, 2017.

You are requested to kindly take the same on record.

Thanking you
Yours faithfully,
For **Emami Infrastructure Limited**

Payel Jain

Payel Jain
Company Secretary
ACS 22418

Encl.: As above

From one storey to another

emami infrastructure limited

Annual Report 2016-17





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Emami Infrastructure Limited is at an inflection point.

Where prominent property launches in the past are soon to be completed, translating into revenues on its books.

And where new projects are about to be launched in the coming months, creating attractive revenue visibility across the future.

Besides, the Company is attractively placed to capitalize on sectoral opportunities.

As a result, Emami Infrastructure's patient foundation-building committment could soon translate into revenues and profits, strengthening business sustainability across the foreseeable future.



Emami Infrastructure Limited

Among the few listed pan-India real estate proxies to come out of Eastern India.

And positioned to emerge as one of the fastest-growing realty development companies in India.



Vision

To be the most preferred and respectable property developer in India through innovations in construction, marketing and service standards.

Mission

- To create enhanced customer value through high-quality products and services.
- To develop high-performing people and teams through rewarding opportunities.
- To deliver maximum sustainable shareholder returns.
- To contribute to the economic, environmental and social development of communities.

Background

Emami Infrastructure is a prominent real estate development company headquartered in Kolkata. The Company was incorporated in 2008 to enable Emami Limited to demerge its real estate undertakings comprising Emami Realty Limited and subsidiaries coupled with the real estate undertaking of Zandu Pharmaceuticals Works Limited. In 2016, the wholly owned subsidiaries, Emami Realty Limited and Emami Rainbow Niketan Private Limited were amalgamated with Emami Infrastructure. In July 2017, Emami Infrastructure's Board approved the merger of Zandu Realty Limited with itself, subject to approval from regulatory bodies.

The Company's projects are marked by optimum quality, and geographic diversity.

Pedigree

Emami Infrastructure is a prominent corporate constituent of the prominent Emami Group, promoted by visionaries Shri R. S. Agarwal and Shri R. S. Goenka. The Emami Group comprises extensive business interests across the FMCG, cement, paper, edible oil, health care, retail and education sectors. The Group has been distinguished by its forward-looking entrepreneurship, robust financial strength of constituent companies, enduring brands, relatively de-risked businesses and rich managerial bandwidth.

Presence

Emami Infrastructure has already launched attractive realty projects across Mumbai, Kolkata, Chennai, Coimbatore, Hyderabad and will be soon launching projects in Bhubaneswar, Jhansi and Indore. This makes the Company a faithful proxy of an emerging India. The Company is engaged in the development of 36 million sq. ft comprising residential, commercial and retail offerings. For the purpose of operational control, ownership and transparency, these projects are either being executed directly or through Special Purpose Vehicles.

Listing

Emami Infrastructure's shares are listed on BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

Awards and accolades

- Emami City received "Prashansha Patra – 2015" from National Safety Council of India for developing and implementing effective Management Systems & Procedures and achieving good performance in Occupational Safety & Health during the year 2014

- Realty Plus Conclave & Excellence Awards (EASP) 2017 in the "Mid Segment Project of the Year' category for Emami City

Highlights, 2016-17

Operational

Engaged in the execution of four projects across

5.23 mn sq ft

at year end

New projects launched:

1.89 mn sq ft

in two residential segment

58.06

Promoters' holding, March 31, 2017 (%)

204.83

Market capitalization, March 31, 2017 (₹ crore)

Financial

Consolidated total revenues	Consolidated EBIDTA	Consolidated PAT
34,465.35* (₹ lakhs)	**17,729.89** (₹ lakhs)	**1,343.23** (₹ lakhs)

* including increase in inventory



Promoters' overview

"Emami Infrastructure is positioned at the cusp of exciting times that should enhance shareholder value across the foreseeable future."

Shri RS Agarwal and Shri RS Goenka, Promoters of Emami Infrastructure, explain the Company's direction



At Emami Infrastructure, we stand at an exciting sectoral and corporate inflection opportunity.

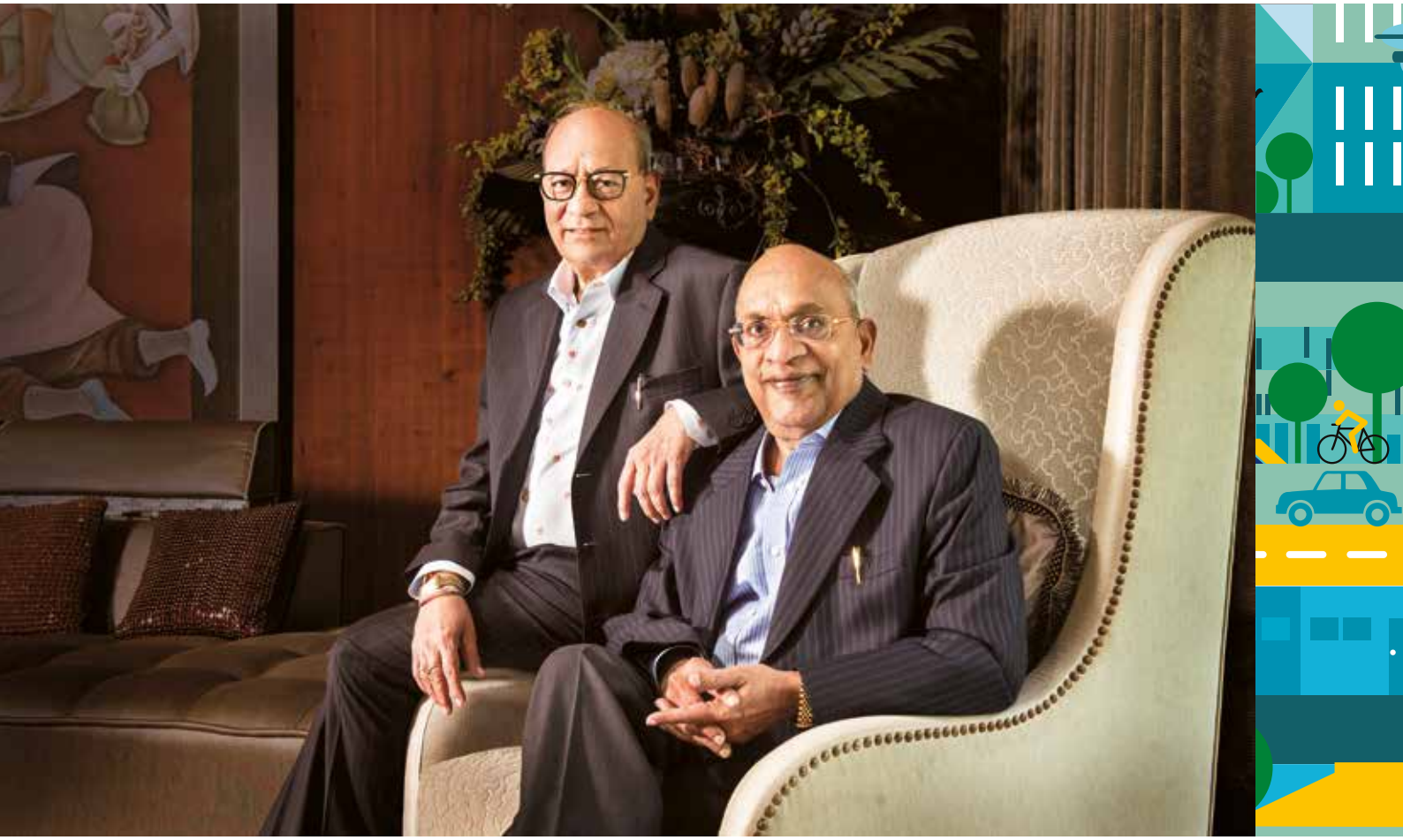
We are pleased to state that Emami Infrastructure Ltd. has made its business compliance-ready across the last few years in a number of ways.

The Company corporatised with speed during the decade ending FY17; Emami Infrastructure is one of the most credible realty development faces in Eastern India, among the handful listed purely realty proxy to come out of the region and poised to emerge as one of the fastest growing realty development companies in India across the foreseeable future.

The Company has invested in systems, processes, information technology, compliances and professionals with the objective to build a professional customer-focus company from the outset.

The Company is right-sizing its Balance Sheet through the ongoing Zandu Realty merger that will come into effect following the approval of all regulatory bodies (with retrospective effect from 1 April 2017), enhancing the Company's networth to ₹16,343 lakhs (from ₹2,609 lakhs as on 31st March 2017).

The Company launched 6.39 mn sq ft of pan-India realty projects in the five years ending FY17; over the



next three years, we expect to launch 20.67 mn sq ft, creating a foundation of sustainable growth.

Outlook for 2017-18

We are optimistic as an upswing in the sector and our performance should accelerate from 2017-18 onwards.

From a larger perspective, the much-feared meltdown in real estate prices following the demonetization did not transpire in the third and fourth quarters of the year under review, indicating an underlying resilience. Besides, the Indian real estate sector has passed through an extended slowdown marked by sluggish offtake on the one hand and the inability to pass cost increases on the other, which indicates that the slowdown could well be nearing its end.

Looking ahead, it is evident that the structural shift in real estate offerings from the unorganized to the organized sector will regulate sectoral growth, moderate the existing unsold inventory and facilitate the return of pricing power to the industry.

Emami Infrastructure is poised to capitalize on this sectoral churn. The first phase of the Company's landmark Emami City project is expected to be completed by March 2018, and the second phase by June 2018, making it possible for the Company to record substantial revenue growth over the next few years.

We intend to also launch five projects with a pipeline of 12.56 mn sq feet during the current financial year, which should translate into revenue visibility over at least next five years or so.

In view of these realities, we hope that our shareholders can look forward to a better and brighter future.

RS Agarwal

RS Goenka

Operational review by the management

Q: How would you describe the year under progress for your company?

A: The year under review was one of consolidation at Emami Infrastructure where the strength of our fundamentals was not reflected in our financials. The year under review may be considered strategically important partly because some of the work in progress will only reflect in the financials starting 2017-18.

For instance, during the year under review, Emami Infrastructure reported three achievements: one, the Company re-structured its Balance Sheet to create sizable net worth that will serve as a robust foundation for our prospective growth. The Company launched Emami Aerocity and Montana while readying for the launch of Emami Nature during FY18. The Company accelerated the construction of its flagship project (Emami City) with the objective of completing handover in FY18. We believe that each of these initiatives will translate into positive financials numbers FY18 onwards.

Q: How would you appraise the prevailing reality for the country's realty sector?

A: A realty sector slowdown currently in progress is manifested in a resistance to premium apartment purchases; the mid-priced and affordable segments, however, continue to appear attractive in select cities and pockets across the country.

At Emami Infrastructure, we responded to this reality: we continued to invest in a mix of growing Tier 1 and Tier 2 Indian locations; within these cities, we invested in locations positioned at the cusp of change arising out of infrastructure growth and extension that would enhance the access and convenience of the locations in which we built properties.



Q: You indicated that the Company has strengthened its Balance Sheet. Can you elaborate?

A: Let us start with the net worth side of the Balance Sheet. The Company engaged in two mergers – the merger of Zandu Realty which is expected to enhance net worth to ₹16,343 lakhs and the merger of Emami Realty (in the shortest tenure of just five months completed in July 2016), which aggregated our Group's realty interests in our listed company, sending a clear signal to investors.

Now let me come to the debt side of the Balance Sheet. The Company mobilized debt of ₹600 cr at a very reasonable interest rate with a three-year tenure. The Company also re-priced some of the existing debts down by almost 2.5%, the complete impact of which should be visible from FY18 onwards. We believe that we now have a Balance Sheet that corresponds to our corporate ambition of emerging as one of the fastest growing realty companies in India.

Q: Where does the Company go from here across the medium-term?

A: Now that the Company's financial foundation has been secured, it is in a position to seek clearances and launch a larger number of projects conveniently and comfortably. Considering the present situation, we expect a much healthy and brighter future.

The strengths and their implications

Key Emami Infra strengths	Implications
Strong brand of Emami	Faster offtake. Five projects launched in the last five years
Respected conglomerate	Access to debt about 300 bps cheaper than the prevailing market average
ERP-enabled	Real-time information availability; automation of back-end processes
Proposed merger	The merger with Zandu Realty is expected to increase the net worth to ₹16,343 lakhs, right-sizing the Balance Sheet





How we conduct business at Emami Infra

The promoters had entered the realty development business at a time when the sector in India was largely unorganized. The Company was created with the vision to inspire stakeholders trust through credible action.

A couple of decades ago, real estate development companies generally delivered projects well beyond their scheduled completion dates and delivered properties with significant deviations from what had been promised. The terms of trade would largely be skewed in the seller's favour.

From inception, Emami Infrastructure, however, conducted its business in a manner that enhanced trust among…

Prospective customers for quality, timely and promised delivery

Lenders for strategic clarity and financial strength

Stakeholders for extensive compliances

Vendors and collaborators for fair and equitable business terms

Shareholders for business sustainability

The result is that the Company and its promoters enjoy immense respect in the various segments of its presence.

Across the foreseeable future, the Company expects to strengthen its brand, grow volumes, protect margins, increase surpluses, share business upside with stakeholders and redeploy the rest with the objective to create a larger virtuous cycle that enhances value for all those own shares in the Company.



1 Gateway

Emami Infrastructure represents the realty property development vehicle of the large, growing and cash-rich Emami Group. Even as properties may be held in investment vehicles and Group companies, projects will be launched generally through this Company, ensuring an adequate and ongoing projects pipeline.

2 Sustainable growth

Emami Infrastructure has built its business around long-term sustainability. The Company believes it will endure as a business corporation if it leaves adequate value on the table for vendors, customers, employees and shareholders. A long-termism guides the Company's decision-making. The Company has decided to merge Zandu Realty into itself, which will significantly enhance net worth even as it would moderate the promoter's stake. Besides, the Company has launched a number of projects with attractive financial implications which would ensure its sustainable growth.

3 Locations

Emami Infrastructure has so far launched projects in Mumbai, Kolkata, Chennai, Coimbatore and Hyderabad and is expected to launch soon in Bhubaneswar, Jhansi and Indore. This has empowered the Company to capitalise extensively on the emerging India story. Within these cities, the Company has selected large, growing or relatively unknown locations resulting in an attractive arbitrage and value-creation opportunity.

4 Vendor integrity

Emami Infrastructure has selected to focus on land identification, project design, pricing, marketing and customer service, delegating the specialized function of construction to L&T Construction, the largest and most professional construction giant in India. The Company monitors L&T's deliverables against promised guidelines (safety, health, labour provisions and sanitation), ensuring that quality projects are completed and delivered on schedule.

5 Corporatised

Emami Infrastructure selected to corporatise in what is largely an unorganized sector in India. The business is marked by a long-term approach, high governance and effective management through a process-driven approach. The Company represents a functional balance of promoter-owners and professional managers. This structure is marked by strategic policy-decision making and hands-on business review by the promoters, complemented by day-to-day management by professionals across functions. This makes the Company RERA-ready and prepared for growth.

Our performance ambition

At Emami Infrastructure, our performance ambition is to create one of the most respected realty development companies in India.

Overall goal

To emerge as one of the prominent pan-India real estate companies in India.

Probable goal contributors

- Enhance brand; complete projects well ahead of schedule
- Develop at least 25 mn sq ft of residential and commercial floor space in the next five years
- Deliver 15,000 apartments, villas, row houses and 6.5 lac sq ft of commercial, retail, hospitality and health care space over the next 5-7 years
- Develop at least one Smart City

Our focused initiatives

- Recruit professionals
- Work with specialized vendors
- Invest in brand building
- Engage with partners providing land parcels for onwards development

Our performance measures

- Profitable growth (% growth in profit higher than % growth in revenues)
- Increase in return on average invested capital
- Increase in market capitalization



Amalgamation of Zandu Realty with Emami Infrastructure

The amalgamation of Zandu Realty (associate company of Emami Infrastructure) with Emami Infrastructure was approved on 1st July 2017 with the objective of generating mutual benefit.

Rationale

The challenges of the economy and construction sector warrant efficient management; a dearth of managers is a concern for the real estate industry. Emami Infrastructure has attracted the best sectoral talent and enjoys a presence in Chennai, Kolkata, Mumbai, Jhansi, Bhubaneswar, Hyderabad, Coimbatore and Indore.

The Company operates across all real estate formats like residential, commercial and retail; within each, the Company is engaged in land identification and acquisition, planning, execution, marketing and project management of tracts owned by others.

Zandu has completed a successful realty development project in Mumbai. The amalgamation will enhance management focus, efficiency, synergy, economies, resource mobilisation and shareholder value. A combined net worth will help attract funds from strategic investors and/or financial institutions, driving inorganic and organic growth.

The Scheme is also expected to benefit the shareholders of both Emami Infrastructure and Zandu; the amalgamation will lead to the cancellation of 2,86,329 equity shares of Zandu held by Emami Infrastructure, comprising 35.51% of the paid up share capital of Zandu, reducing the combined paid-up capital, thus leading to higher earnings per share.

Our landmark projects 01



EMAMI CITY

Kolkata

Type: Largely residential and one commercial block

Nature: Premium project created for a lavish lifestyle

Location: Jessore Road, a high density location in Kolkata, close to the airport.

Offerings

2 BHKs or 1150 sq.ft & 1303 sq.ft.

2.5 BHK or 1310 sq. ft.

3 BHK or 1455-1920 sq.ft.

4 BHK or 2210 and 2520 sq.ft

Project description: Emami City is spread across approximately 15 acres comprising 1233 apartments across 23 residential towers (B+G+13 floors) and one commercial tower (B+G+13 floors).

Features: Premium North Kolkata project. Partnering the best consultants and designers, acclaimed nationally and internationally. Project comprising 1.5 acres of a natural water body. Among few Eastern India projects adopting the MIVAN construction technology. One of the few projects comprising a podium garden on the first floor level, accommodating the longest jogging/ walking track in North Kolkata.

Sales: Around 65% of the apartments has already been marketed as on 31 March 2017. Pricing: ₹65 lacs (2 BHK) to ₹1.7 Cr (4 BHK).

Awards: Safety Award received by our construction partner L&T from Government of India in 2016.

Commercial: To be launched in March 2018.

Saleable area (in sq ft)	
Residential	22,04,940
Commercial	70,700
Total area	22,75,640

EMAMI CITY

Kolkata











Our landmark projects 02



EMAMI TEJOMAYA

Chennai

Type: Residential

Nature: Rays of Brilliance – Premium Highrise appartment

Launch: March 2016

Location: Located on the OMR main road; high accessibility to the city, East Coast Road and GST

Pricing

Apartment pricing range of ₹27 lacs to ₹1.05 cr.

Apartment format

Studio, 2 BHK, 3 BHK and 4 BHK

Project description: Tejomaya is spread across 8.35 acres comprising 498 apartments (Phase 1) with 3 towers of B1+B2+27 floors and one tower (EWS) of G+ 11 floors. In phase 2 the project would consist of 6 towers with common basement of B+G+16 floors.

Features: Premium property on Old Mahabalipuram Road, close to Grand Marina Mall, SIPCOT IT Park and top-notch IT companies. Partnering the best consultants and designers, acclaimed nationally and internationally. One of the only mid-size projects in the OMR belt comprising a dedicated 50,000 sq.ft. mangrove-style garden. The property also comprises amenities like an infinity pool, jacuzzi, kids' pool, kids' play area, kid's water play zone, multipurpose lawns, gym, spa, and banquets etc.

Saleable area (in sq ft)	
Ph -1	5,59,314
Ph-2 (approx.)	5,04,777
Total area	10,64,091

Our landmark projects 03



EMAMI AEROCITY

Coimbatore

Type: Residential plots

Nature: Plots suiting wide range of family budgets

Launch: March 2017

Location: Located off Avinashi Road, on the linking road connecting Airport-Avinashi Road and NH-47 leading to Chennai and Kochi

Project description: Emami Aerocity is spread across 62 acres featuring 900 housing plots ranging from 600 sq. ft to over 4,200 sq. ft.

Features: Premium plots for residential purpose, located right in the centre of the city's IT corridor - Kalapatti. It is designed by renowned Architects with ample open space and clean environment. It has reserved areas for parks and recreational facilities.

Saleable area (in sq ft)	
Residential	8,12,146



Our landmark projects 04



EMAMI NATURE

Jhansi

Type: Residential villa project

Nature: Luxurious lifestyle in the lap of Nature

Location: Shivpuri- Lalitpur Bypass Road, NH- 26, Khailar, Jhansi. 15 km from Jhansi City Centre.

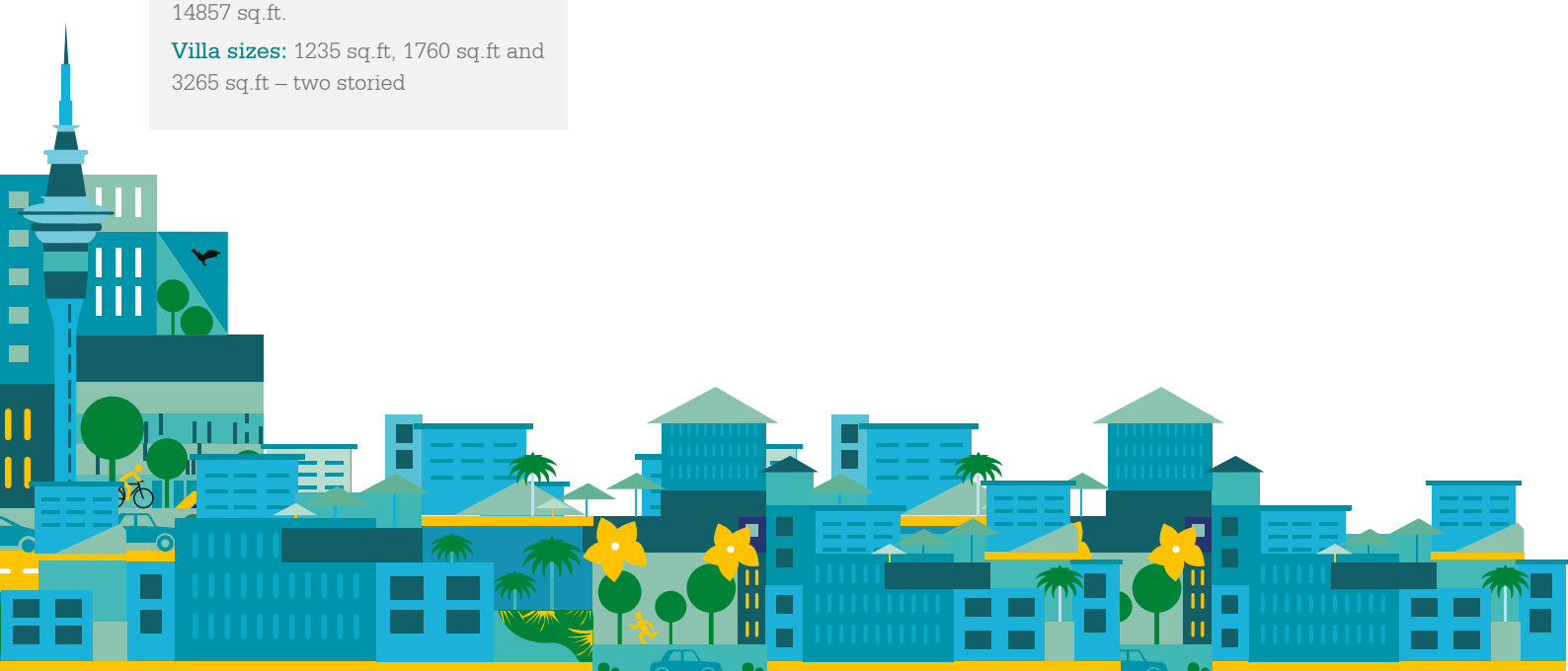
Size: Individual plot area from 6241 to 14857 sq.ft.

Villa sizes: 1235 sq.ft, 1760 sq.ft and 3265 sq.ft – two storied

Project description: Luxury villa spread across 300 acres. In the first phase, 309 villas will be launched (Orchard Estate).

Features: Long river promenade of 8.4 acres . Property to comprise a business centre, guest house (40 rooms), health club, diagnostic centre, banquet hall, restaurant, spa, ethnic shopping complex, creek boulevard of 1.5 acres and other modern amenities.

Saleable area (in sq ft)	
Orchard Estate (Ph-1)	26,09,925
Lake Estate	Coming up
Hill Estate	Coming up



Management discussion and analysis

Global economic overview

Global economic growth continued to stagnate through 2016 following slow trade, low investments and policy uncertainties in advanced economies. The year was defined by UK's decision to exit the European Union and the election of Donald Trump as US President, both events with long-term global economic implications. Consumers continued to spend cautiously, expenditure increasing just 2.4% in real terms over 2015, well below the corresponding increase in disposable incomes even as the Asia-Pacific saw a marked increase in expenditures. (Source: Euromonitor)

Global growth is estimated to rise from 2.3% in 2016 (estimated by World Bank) to a projected 2.7% in 2017. Growth in emerging and developing economies is expected to revive in 2017 on the back of a removal of obstacles for commodity exporters and sustained demand from commodity importers. The main factors that could possibly weigh on the medium-term growth prospects across many emerging markets and developing economies are weak investments and sub-optimal productivity (Source: World Bank, Euromonitor).

Indian economic overview

India's GDP growth has been sustained in the last few years, the country hailed as a 'bright spot' among emerging economies. India's GDP moderated in 2016-17; the projected GDP growth of 7.6% (as estimated by IMF) was revised to 6.8% following the country's currency demonetization resulting in cash shortage and payments disruption. The demonetization had abated by the close of the financial year under review after having affected economic growth for two quarters.

India's eight core infrastructure-supportive industries such as coal, crude oil, natural gas, refinery products, fertilizers, steel, cement and electricity registered cumulative growth of 4.9% during April-November compared to 2.5% in the year-ago period. (Source: Economic Survey)

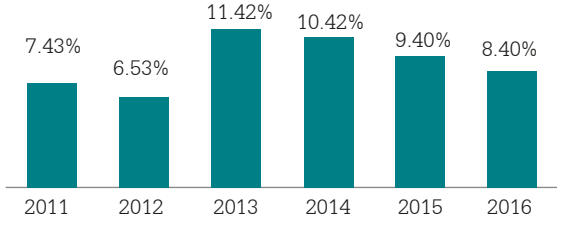
Outlook

Interestingly, India's fundamentals are expected to emerge stronger following digitisation, GST implementation, favorable monsoons, stable oil prices, stronger supply chain linkages and renewed consumer confidence. In view of these realities (and the fact that the Chinese economy continues to remain sluggish), India is likely to retain its position as the fastest growing major economy with a projected GDP growth rebound to 7.2% in FY18. (IMF estimate). The proposed GST implementation should catalyse inter-state trade, enhancing investments, reducing supply chain-related issues, enhancing scale-based economies-of-scale, moderating overheads and adding about 150 bps to GDP growth (Source: IMF, ICRA).

Indian real estate overview

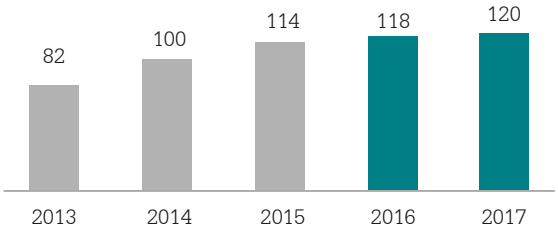
The real estate sector is one of the most globally recognised. In India, real estate is the second largest employer after agriculture and slated to grow 30% over the next decade. The real estate sector comprises four sub-segments (housing, retail, hospitality and commercial). The housing sector contributes 5-6% to the country's GDP. Private equity investments in real estate increased 26% to a nine-year high of nearly ₹40,000 crore in 2016. (Source: IBEF)

FDI in construction development sector as a per cent of India's total FDI

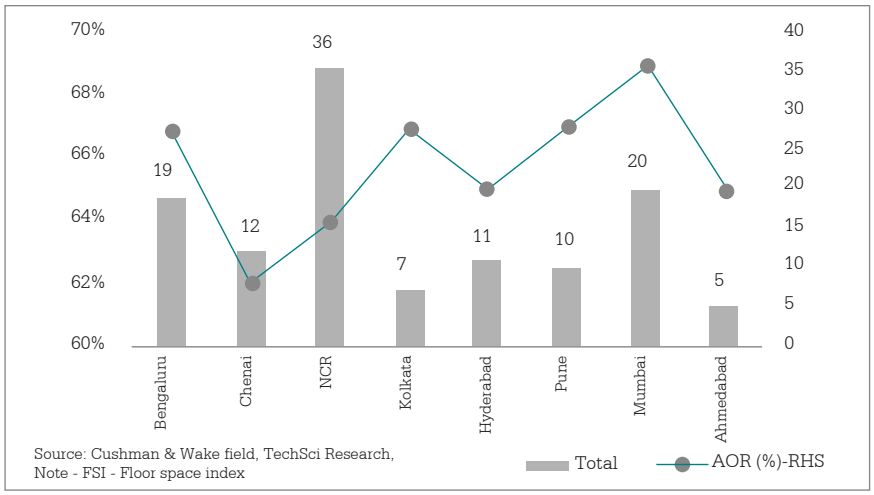


Source: Dept of Industrial Policy & Promotion
Notes: Construction development sector includes townships, housing, built-up infrastructure and construction development projects

Trend analysis (stock - no of rooms) ('000)



Occupancy Vs. Stock (Est. 2017)



Source: Cushman & Wake field, TechSci Research,
Note - FSI - Floor space index

Government reforms

The Indian government undertook several initiatives to catalyse the development of the country's real estate sector, some of which are indicated below:

- India's Prime Minister Mr Narendra Modi approved the launch of Housing for All by 2022. Under the Sardar Patel Urban Housing Mission, 30 million houses will be built in India by 2022, mostly for the economically weaker sections and low-income groups, through public-private-partnership (PPP) and interest subsidies
- The Smart City Project, comprising the proposal to build 100 Smart Cities, is a prime opportunity for real estate companies.
- The Ministry of Housing and Urban Poverty Alleviation sanctioned the construction of 84,460 more affordable houses for the urban poor in five states (West Bengal, Jharkhand, Punjab, Kerala and Manipur) under the Pradhan Mantri Awas Yojana (Urban) scheme with a total investment of ₹3,073 crore.
- The Cabinet Committee on Economic Affairs (CCEA) approved measures to revive the construction sector, putting in place a mechanism to release funds stuck in arbitration awards to revive stalled projects.
- The Securities and Exchange Board of India proposed easier regulations for real estate investment trusts (REITs), such as raising the cap of investment in REIT assets in under-construction projects from 10% to 20%, in order to attract the interest of developers, and also plans to relax the rules for foreign fund managers to relocate to India.
- SEBI allowed Foreign Portfolio Investors to invest in units of Real Estate Investment Trusts (REITs), infrastructure investment trusts (InvITs), category III alternative investment funds (AIFs), and also permitted them to acquire corporate bonds under default.
- The Securities and Exchange Board of India (SEBI) has notified final regulations that will govern real estate investment trusts (REITs) and infrastructure investment trusts (InvITs). This move will enable easier access to funds for cash-strapped developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors.
- SEBI issued the consultation paper for public issue of Real Estate Investment Trusts (REITs), which includes provisions such as capping of allocation to qualified institutional buyers (QIBs) at 75%, among others.
- The upper house of the Parliament passed the Real Estate (Regulation and Development) Bill, 2013, which aims to protect consumer interest, ensure efficiency in all property related transactions, improve accountability of real estate developers, increase transparency and attract more investments into the realty sector in India.

Indian real estate sector trends

The principal trends in India's real estate sector comprise the following:

Global capital flows: India is ranked fourth in developing Asia in FDI inflows as per the World Investment report 2016 by the United Nations Conference for trade and development. India's Tier-I cities moved up to the 36th rank in JLL's 2016 bi-annual Global Real Estate Transparency Index, catalyzed by structural reforms and a liberalised foreign direct investment environment, which in turn is expected to attract higher real estate investments.

Evolving business models: Throughout 2016, the number of new residential project launches was lower than units sold. The introduction of Real Estate Regulation & Development Act (RERA) will enhance sectoral consolidation, resulting in a decline in the number of players, through mergers and acquisitions.



Budgetary support: The Affordable Housing segment in India's real estate sector was provided infrastructure status. This and other incentives will catalyse the building of 10 million homes by 2019 for the homeless and those living in kutcha houses. The tax breather for notional rent income on unsold unoccupied completed projects will strengthen viability. The holding period for immovable assets declined from three years to two years and indexation was shifted from 1.4.1981 to 1.4.2001. The National Housing Bank would refinance individual housing loans of about ₹200 billion in 2017-18, widening the market. Capital gains tax liability was changed for Joint Development Agreement (JDA) related to property development. No cash transaction above ₹0.3 million is permitted.

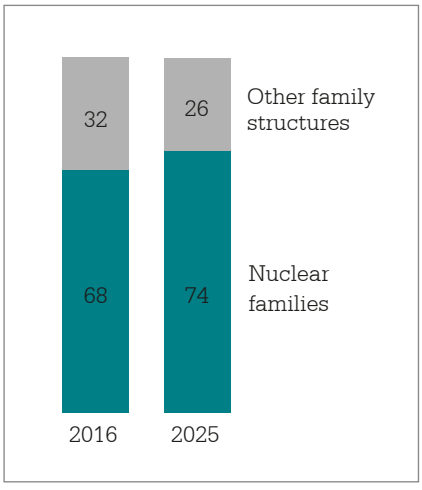
Consumer purchasing power: The standard of living of the people is directly related to their per capita income. The per capita income in India was estimated to have crossed ₹1 lac in FY2016-17, a 7.5% increase over FY2015-16 (~₹93,000). Consumer expenditures in emerging cities of India are rising by nearly 14% and in the larger cities by about 12% a year.

Declining age of ownership: The buyers' profile in the real estate sector has evolved, the average age of a person purchasing a house declining from the early 50s to the mid-30s within the space of a single generation. Younger people in the age groups of 25-44 years prefer affordable houses more than the ones in the 45-55 age group. (Source: Economic Times)

Declining mortgage cost: Mortgage rates have declined 150 basis points in the last two years bringing them down to 12-year lows, improving affordability. Data from research firm PropEquity shows the weighted average price of unsold apartments across 8 cities fell by 1.67% sequentially over the December quarter to ₹6,185 per sq ft. (Source: Economic Times)

Construction industry: Government has announced a plan of 'Housing for All by 2022' under the PM Awas Yojana with a bold vision of providing affordable housing to all Indian citizens. The primary aim of this Yojana is to ensure that 2 crore houses are built across the country's length and breadth; the plan secured a Budget allocation of ₹23,000 crore in Budget 2017.

Nuclearisation: Extended Indian joint families are shifting towards nuclear households. The proportion of nuclear households which has been on a rise since past two decades has reached 70% and is projected to increase to 74% by 2025. More fragmented households are expected to increase home ownership. (Source: BCG report)



Rising affluence: The two top consumer categories - elite and affluent - taken together are expected to become the largest segment by 2025, accounting for 40% of consumption compared with 27% in 2016. Within this segment, the urban elite and affluent are expected to catalyse most of the growth. By 2025, wealthy urbanites will be responsible for one-third of the total consumption. The share of the next billion and strugglers will shrink from 49% in 2016 to 36% in 2025. It will give a major boost to housing sector with growing aspirations and affordability. (Source: BCG report)

Rapid urbanization: About 40% of India's population could be living in urban areas by 2025, and these city dwellers could account for more than 60% of consumption, catalyzing home ownership (Source: BCG report)

Outlook

The Indian real estate market is expected to touch US$ 180 billion by 2020 (Source: IBEF). Responding to an increasingly well-informed consumer base and, bearing in mind the aspect of globalisation, organized Indian real estate developers have embarked on the shift from family-owned businesses to professional environments. The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to address higher diligence standards.

Discussion on financial performance

A comparative table showing the synopsis of the Profit and Loss statement for 2016-17 v/s 2015-16 is provided hereafter:



P & L Snapshot	2016-17	2015-16
Total revenues (₹ Lakhs)	34,465.35	32,772.18
Total expenses (₹ Lakhs)	32,965.68	33,442.52
EBIDTA (₹ Lakhs)	17,729.88	13,062.11
EBIDTA margin (%)	160.43	39.87
EBIT (₹ Lakhs)	17,694.77	12,998.46
EBIT margin (%)	160.11	39.67
Profit /(loss) before tax (₹ Lakhs)	1,499.67	(670.35)
Profit /(loss) after tax (₹ Lakhs)	1,343.23	(423.98)
Basic EPS (₹)	5.53	(1.74)

*Consolidated

Internal control systems and their adequacy

Our internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against misuse or losses from unauthorized use or disposition.

Human resource and industrial relations

The Company's business is managed by a team of competent leaders. The Company imparts adequate training and appropriate working environment to retain the best talent. The Company enjoys excellent relations with its people and has not faced any employee unrest.

Risk management

Risk is inherent in all business activities in varying degrees. At Emami Infrastructure, risks are adequately estimated, controlled and priced. Regardless of the type of risk, the approach to risk management remains the same:

- An ability to translate risk into opportunity for improvement
- A thorough knowledge of the business and customers
- Knowledge of when to follow the line and when to deviate without increasing risk
- A forward-looking approach to identify where risks might lie
- An honesty of purpose so that alerts are raised as soon as risk is detected or quantified
- Ability to understand and manage risk

Industry risk

Any downturn in the global economic scenario can adversely impact the real estate sector resulting in the Company's inability to market projects.

Mitigation

- The Indian economy is estimated to grow 7.1% in 2016-17, which is likely to translate into reasonable growth for the country's real estate sector
- The Company is expected to capitalize on the bullishness in each of the zones of its presence – the Company enjoys a visible brand in East India, Mumbai is expected to retain its position as the country's economic capital; South India accounts for substantial part of India's GDP.

Land availability and raw material risk

The Company's inability to procure land and construction material in time can delay project delivery and affect profits.

Mitigation

- The Company engages in joint development agreements with land owners – whereby it develops projects on land owned by others. This benefits the land owners as they receive a higher value from the same property. This model has attracted land owners to collaborate with the Company. This makes it possible for the Company to grow the business without a corresponding increase in land bank (and corresponding capital deployment). It believes that the partnership model of realty development strategy is resource-efficient, minimizing extended gestation.
- The Company enjoys long-term relationships with prominent material vendors, resulting in timely availability of construction material

Funding and cash flow risk

The Company's inability to procure funds could stagger projects and growth. High-cost borrowings could impact profitability. Weak cash flows could affect viability.

Mitigation

Being part of a respected conglomerate, mobilising debt at a cheaper rate places us in an advantageous position to mitigate this risk.

Project completion risk

The Company's projects may not be completed within the promised schedule, affecting the brand.

Mitigation

The Company has enhanced

accountability related to timely projects completion through the following initiatives:

- Focus on comprehensive documentation, compliance and clearances paving the way for timely project launch
- Delegation of design, construction and landscaping functions to large and specialized partners (Larsen & Toubro being one)
- Timely allocation of working capital for construction and other purposes
- Direct control of sales and marketing functions to enhance cash flows
- The engagement in a manageable number of projects in line with managerial bandwidth and Balance Sheet size

Market entry risk

In a pan-India business, there is a significant risk of failure in new cities where the brand is relatively unknown.

Mitigation

The Company has selected to defray this risk through the following initiatives:

- Alliances with established local partners with credible realty brands
- Prudent leverage of the parent company's visible pan-India presence
- Dedicated teams for specific multi-city projects, enhancing focus on timely completion and delivery

Cautionary statement

The statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual results could differ materially from those expressed in the statements or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.



Success driver

Sales and marketing

At Emami Infrastructure, our objective is to market effectively and efficiently, generating positive cash flows to kickstart construction leading to timely property construction completion and handover.

Challenges

For the real estate industry, 2016 represented the biggest policy challenge in decades. Game-changing policies like Goods and Services Tax and Real Estate (Regulation and Development) Act, 2016 were proposed for implementation. RERA has been implemented in a number of states in the country while GST has been rolled out from 1st July 2017.

Even as the industry was readying for this, India's currency demonetisation affected consumer sentiment, slowed offtake, staggered cash flows and affected realisations.

We have already complied with RERA registration formalities in our applicable projects.

Structural correction

Even as these factors have affected short-term realities, there is a growing optimism that the structural corrections will strengthen prospects for organised realty brands. The demanding RERA standards could shift the inefficient from the sector leading to sectoral consolidation. With fewer offerings likely to come to the market due to higher entry barriers, the country's inventory oversupply could gradually correct, strengthening prospects for attractive organized and branded properties. Besides, demonetisation will ensure cheque-based transparency, enhancing financial accountability.

The RERA implementation from May 2017 is expected to churn the industry; with regulatory compliances rising, branded and organized players could benefit substantially over unorganised competitors. In the face of higher regulatory filters, new project launches could decline for the first couple of years, benefiting all those companies offering completed inventory (homes and offices). The biggest beneficiaries could comprise affordable mid-income housing players, the largest segment of India's growing realty sector.

Adapting proactively

At Emami Infrastructure, we conducted our business in the past with a complete compliance with ethical requirements, making us RERA-ready well before this became reality. Comprehensive project studies were undertaken; the Company practiced financial discipline as recommended by RERA guidelines; it made governance and consumer protection the core of its business model.

Responding to the moment

Emami Infrastructure adapted to the sectoral slowdown in various ways.

Reworked formulae: The Company reworked apartment specifics in response to evolving sectoral dynamics - the target audience and competition – enhancing the Company's flexibility and relevance.

Regaining trust: The Company highlighted its ethical consistency, enhancing buyer trust related to quality delivery and project timeliness at a time of sectoral weakness.

Value proposition: The Company focused on the mid-market segment through offerings like Emami City and Emami Tejomaya, marked by world-class amenities and a healthy natural balance.

Locations: The Company continued to invest in differentiated locations proximate to urban landmarks like airports, prominent residential landmarks, malls and schools.

Digital: The Company widened reach and pared costs through digital marketing through diverse social media (Google networks, Facebook, among others).

Communicating consistently: The Company employed a customer-centric approach to address emerging sectoral opportunities.



Success driver

Information technology

Prior to the fiscal gone by, the Company was not using any recognised ERP and the data was compiled manually which was proving to be time-consuming and laborious. The fact that Emami Infrastructure had projects going on all over the country further complicated matters. Therefore, the migration to a dedicated ERP platform was quite imperative and is expected to help the Company focus better on automating back office functions that did not directly affect customers and the public.

The implementation of the ERP software will allow integrated management of core business processes on a real-time basis. It will help in tracking business resources – cash, raw materials, production capacity – and the status of business commitments: orders, purchase orders, and payroll, seamlessly. The ERP system integrates varied organisational systems and facilitates error-free transactions and production, thereby enhancing our efficiency.

Advantages of ERP implementation

The biggest advantage of the ERP implementation was that the Company could start operating like a unique cohesive unit. Previously, CRM data was stored on spreadsheets whereas accounting, inventory, invoicing, sales and purchases and other data were stored separately. The implementation of the real estate-dedicated ERP software, Farvision, brought everything onto a common platform and ensured that there was no duplication of labour. The Farvision team was responsive, assisting in attending to the Company's bespoke module developments. The software does the validation based on the Company's defined business processes and best-in-class practices. It has minimised human intervention and reduced manual error. Farvision's ERP software has helped the Company manage inventories better, ensure optimal utilisation of resources and monitor budgets stringently.

The Company carries out thorough external and internal audits on a routine basis. Real estate assets have some unique features which can affect the way real estate transactions are structured, accounted for, and audited. For instance, asset depreciations, rental operations and estimation of fair values are some of the key areas of interest. The operationalisation of the ERP software has helped the Company keep a close eye on budgets and manage overheads (travelling, conveyance, staff welfare and other expenses) better and deliver projects within stipulated timeframes.

Outlook, 2017-18

In FY2017-18, the Company will have completely shelved all manual systems to switch completely to the ERP platform. This approach bodes well for the Company especially in a post-RERA and GST environment. In the face of these new directives it would be essential for the Company to manage its budget and cost better. From a long-term perspective, this technology will allow the Company exert better control especially while scaling projects.

The experience and domain knowledge that Farvision has gathered over the past 12 years will hasten the flow of information within the organisation, widgets and dashboards on the Company's home page will allow the top and mid-management to view a host of information (alerts, reminders, workflows, among others). Thus, the information will be always available in real time which in turn, will help them in better decision-making.



"L&T has introduced a number of cutting-edge technologies in the construction of Emami City"

The Emami City is a wonderful representative of the full range of Larsen & Toubro's construction capabilities be it in complete compliance with operating protocols, versatility of design, integrity of structures, maintenance of site safety or timely completion.

We remain committed to the quality of material we use for we have a reputation is protect of building things that make India proud! Every single day, the concrete cubes we take are evaluated and documented. As on date, there has not been a single incident of questionable quality. Any deviation in the workmanship is either corrected by redoing the entire process or making tolerable changes to adjust it in the process.

We have invested in information technology to periodically monitor project construction progress, facilitate timely resource planning and project completion.

A number of cutting-edge technologies were introduced during the construction of Emami City like the use of tower cranes, passenger & material hoists, mast climbing platforms instead of the traditional scaffoldings to enhance worker safety, vacuum dewatering of floors and a technology to draw excess water from concrete resulting in higher strength in quicker time. Apart from these, we employed 100% aluminium formwork in the tower superstructure replacing the traditional wooden formwork systems.

The result: Emami City completed 20 million accident-free person-hours by the end of FY17, winning the National Safety Council award and Certificate of Appreciation.

Our engagement with Emami Infrastructure has been rewarding and enriching largely due to professionalism of the client, unlike other promoter-driven organisations..

M. V. Satish, Whole Time Director & Sr. Executive Vice President (Buildings, Minerals & Metals), L&T Construction, Construction Partner

"The project was designed around the water body"

The focus of the Emami City masterplan was the retention of the natural water body with the buildings encircling it.

Considerable design effort went into creating an interactive community space around the water body. The built-form was deliberately located on the southern side, creating premium south-facing apartments and providing adequate shade to the open spaces throughout
the day.

One of the challenges on the project was the density required due to the height constraint arising from proximity to the airport. Since the ground plane was taken up by the buildings, we recreated the ground plane at the top of the podium. Various community activities and amenities were located on this podium-top garden, which not only elevated the activity to a level above the vehicular zone but also helped us provide adequate covered parking.

Sankat Jayakar, Director, Kapadia Associates Design LLP, Architect



Emami Infrastructure projects are built around the cutting-edge MIVAN technology

MIVAN is one of the revolutionary technologies in real estate construction. It uses aluminum formwork construction system for forming cast-in-place reinforced concrete building structures. It facilitates all walls, floor slabs, columns, beams, stairs, balconies, door and window openings cast in place in a single site-based operation. This leads to building structure that is strong, well-designed, high quality and yet fast, adaptable and cost-effective.

The main element of the MIVAN formwork is the panel – an extruded aluminum rail section, welded to an aluminum sheet. This results in a lightweight panel with a robust stiffness-to-weight ratio, with minimal deflection under concrete loading. A major advantage is that they can be manufactured in any size and shape to suit the requirements of specific projects (custom made to required specifications). After the assembly, they are subjected to a trial erection in order to eliminate any dimensional or on site problems.

Advantages of MIVAN technology

- **Reduced turnaround time:** Requires almost half the time compared to the conventional technique and helping achieve a slab-to-slab cycle of seven to ten days.
- **Eliminated labour intensive activities:** The process eliminates labour-intensive activities like masonry and rendering. It also reduces deployment of skilled resources.
- **Robust construction:** Reduction of seepage due to no construction joints and use of free-flow concrete, resulting in negligible maintenance.
- **Uniformity:** MIVAN helps in achieving uniformity in construction as well as smoother finishing of walls and slabs



Our strengths

Business

Promoters: The Emami Group, promoters of Emami Infrastructure, enjoy scale, visibility, integrity and financial robustness

Experience: The Emami Group, by virtue of its realty development experience across 25 years, possesses the experience of a number of sectoral crests and troughs, marked by market understanding, trend insight, locational knowledge, regulatory requirements, compliances, deal flow management and supporting functions (site development, design, engineering, construction, supervision and marketing).

Track record: Emami Infrastructure is among the few listed real estate development companies in Eastern India. The Company along with its associates and JV partners enjoys a rich track record of having built projects across 25 years.

Operational

Alliances: Emami Infrastructure provides timely project handover by working with leading Indian contractors like L&T Construction, landscape architecture consultants like Green Architects International and Kapadia Associates as well as infrastructure consultant Meinhardt etc.

Project management: Emami Infrastructure's team of technically qualified professionals oversee projects covering diverse competencies (architecture, engineering, procurement, contracts and project management). The Company engages with most competent and renowned external professionals like architects, construction contractors, interior designers, landscape experts, building services consultants and advertising agencies to ensure optimum value-addition from their side.

Customer value

Brand management: Emami Infrastructure enjoys a favourable recall within its selected residential genre: premium and affordable

Creating landmarks: Emami Infrastructure is not just a builder; the Company possesses the capability to transform locations into urban landmarks through large, visible and branded property development, differentiated design and quality of tenants / owners.

Scale: Emami Infrastructure possesses the capability to market properties ranging from the standalone to integrated condominiums to townships.



Corporate Information

BOARD OF DIRECTORS *as on 31.03.2017*

Mr. Abhijit Datta, *Chairman*
Mr. Hari Mohan Marda
Mr. Ram Gobind Ganeriwala
Mr. Debasish Bhaumik
Mrs. Karabi Sengupta
Mr. Basant Kumar Parakh
Mr. Girja Kumar Choudhary
Whole-time Director & CFO
Mr. Sanjay Choudhary
Whole-time Director
Mr. Rajesh Bansal
Whole-time Director
Dr. Kalyanasundaram Ramamurthy
Whole-time Director

COMPANY SECRETARY

Ms. Payel Jain

STATUTORY AUDITOR

S. K. Agrawal & Co.
Chartered Accountants

BANKERS

ICICI Bank Limited
RBL Bank Limited

CORPORATE OFFICE

Akash Tower, 3rd Floor,
781, Anandapur, E.M. Bypass,
Kolkata - 700107
Phone: +91 33 6625 1200

REGISTERED OFFICE

Emami Tower, 2nd Floor,
687, Anandapur, E. M. Bypass,
Kolkata -700107
Phone: +91 33 6613 6264
E-mail: infra@emamirealty.com
Website: www.emamirealty.com
CIN: L45400WB2008PLC121426

REGISTRAR AND SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor,
Kolkata - 700 001
Phone: +91 33 2243 5809 / 5029
Fax : +91 33 2248 4787
Email: mdpldc@yahoo.com

Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 9th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2017.

Financial Performance

The standalone performance of the Company for the year ended on 31st March, 2017 is stated below:

(₹ in Lakhs)

Particulars	2016-17	2015-16
Revenue from Operations	93.46	64.06
Other Income	11,741.95	9,306.75
Increase/(Decrease) in Inventories	20,754.74	20,401.55
Total Revenue	**32,590.15**	**29,772.36**
Total Expenses	**30,701.64**	**30,595.94**
Profit/(Loss) before Tax	**1,888.51**	**(823.58)**
Tax Expenses		
Current Tax	340.70	-
Income Tax paid for Earlier Years	2.50	3.45
Profit /(Loss) for the Year	**1,545.31**	**(827.03)**
Balance Brought Forward	(1,766.48)	1,281.31
Add: Transferred on amalgamation	-	(2,220.75)
Less: Expenses written off	-	(0.01)
Net Surplus/(Deficit) in the Statement of Profit & Loss	**(221.17)**	**(1,766.48)**

Operations

During the year under review, your Company reported a total revenue of ₹32,590.15 Lakhs against ₹29,772.36 Lakhs reported in 2015-16, an EBIDTA of ₹17,886.93 Lakhs against ₹11,682.38 Lakhs reported in the previous year. The Company reported a profit after tax of ₹1,545.31 Lakhs in 2016-17 against Loss of ₹827.03 Lakhs reported in the previous year.

The consolidated revenue of your Company during the year under review is ₹34,465.35 Lakhs compared to ₹32,772.18 Lakhs in the previous year, EBIDTA of ₹17,729.89 Lakhs against ₹13,062.12 Lakhs reported in the previous year. The Company reported a consolidated Profit for the year of ₹1,343.23 Lakhs as against Loss of ₹423.98 Lakhs in the previous year.

During the year under review, the Company launched two residential projects – Emami Aerocity in Coimbatore, Tamil Nadu and Montana (Phase 1) in Mulund, Mumbai through a LLP where the Company is a partner. Going ahead, the Company intends to launch projects in Jhansi and Bhubaneshwar..

Awards & Achievements

You would be glad to learn that our Project 'Emami City' has been awarded the Prestigious 'Realty Plus Conclave & Excellence Awards (EAST) 2017' in Category- 'Mid-Segment Project of the Year', in May, 2017. This prestigious award is an acknowledgement and recognition of our outstanding work in bringing up this excellent 'housing project'.

Change in nature of business, if any

During the year under review, there has been no change in the nature of business of the Company.

Material changes and commitments after the Balance Sheet Date

There has been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Subsidiaries/Associates/Joint Ventures

In compliance with Accounting Standard 21 specified under Section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, your Company has prepared Consolidated Financial Statements, which forms part of this Annual Report. Further, pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the subsidiaries & associates in the prescribed Form AOC-1 has also been provided as a part of this Annual Report. The Company does not have any joint venture.

The highlights of performance of subsidiaries & associate companies and their contribution to the overall performance of the Company during the period under review, is tabulated below:

(₹ in Lakhs)

Particulars	Turnover	Profit / (Loss) After Tax	Profit / Loss considered in consolidation	Networth attributable to the Company as on 31.03.2017
Subsidiaries				
Sneha Ashiana Private Limited	-	(0.23)	(0.23)	(22.58)
Delta PV Private Limited	0.19	(0.04)	(0.02)	9.65
New Age Realty Private Limited	-	(289.51)	(173.70)	(697.42)
Associates				
Zandu Realty Limited	512.73	517.75	183.84	7012.16
Roseview Developers Private Limited	-	(0.15)	(0.07)	(2.94)
Prajay Urban Private Limited	-	(0.41)	(0.20)	(1.23)
Bengal Emami Housing Limited	7.52	5.68	1.70	3.24
Swanhousing & Infra Private Limited	87.48	3.92	1.31	70.34

As per the provisions of Section 136 of the Act, separate audited financial statements of the subsidiaries are being placed on the Company's website www.emamirealty.com and a copy of such separate audited financial statements of the subsidiaries will be provided to the shareholders on request.

A policy has been formulated for determining the Material Subsidiaries of the Company in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The said Policy has been posted on the Company's website at the weblink: *www.emamirealty.com/emami.php*

Particulars of Loans, Guarantees or Investments

Particulars of loans, guarantees and investments made by the Company pursuant to Section 186 of the Act have been disclosed in the Notes to the Audited Financial Statements.

Particulars of Contracts or Arrangements with Related Parties

All transactions with Related Parties entered during the financial year by the Company were on an arms' length basis and in the ordinary course of business. The particulars of material contract or arrangements entered into by the Company with Related Parties referred to in Section 188(1) of the Act, in Form AOC-2 prescribed under the Companies (Accounts) Rules, 2014 is appended as **"Annexure – 1"** hereto and forms part of this Report.

A policy on 'Materiality of and Dealing with Related Party Transactions' has been devised by the Board of Directors and the same may be referred to, at the Company's website at the weblink: *www.emamirealty.com/emami.php*

Public Deposits

The Company has not invited or accepted deposits from the public covered under Section 73 of the Act and The Companies (Acceptance of Deposits) Rules, 2014.

Auditors & Auditors' Report

At the Annual General Meeting held on 5th September 2014, M/s S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E) were appointed as the Statutory Auditors of the Company to hold office till the conclusion of

the 11th Annual General Meeting, subject to ratification by the members annually. Accordingly, the appointment of M/s S. K. Agrawal & Co., Chartered Accountants, as Statutory Auditors of the Company is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Act.

The Auditor's Report to the shareholders for the year under review does not contain any qualification.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s MKB & Associates, Practising Company Secretaries as Secretarial Auditor of the Company. The Secretarial Audit Report for the financial year ended 31st March 2017 is annexed herewith as **"Annexure - 2"**. The said Report does not contain any qualifications.

Directors and Key Managerial Personnel

I. **Independent Directors:**

(a) **Appointment of Independent Directors:**

Mr. Debasish Bhaumik (DIN: 06933306), was appointed as an Additional Director (Category – Independent) of the Company with effect from 22nd July, 2016 by the Board of Directors of the Company and the members, at the Annual General Meeting of the Company held on 29th September, 2016, approved his appointment as an Independent Director for a term of 5 years with effect from the date of appointment.

(b) **Statement on declaration given by Independent Directors under sub- section (7) of Section 149:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

(c) **Familiarization Programme undertaken for Independent Directors:**

The Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's operations, marketing, finance and other important aspects. The Company Secretary briefs the Directors about their legal and regulatory responsibilities as a Director. The familiarization program is available on the Company's website under the weblink: *www.emamirealty.com/emami.php*

II. **Non- Independent Directors:**

Retirement by Rotation

As per the provisions of Section 152(6)(c) of the Act, Mr. Girja Kumar Choudhary (DIN: 00821762) retires by rotation, and being eligible, offers himself for re-appointment. In view of his considerable experience and contribution to the Company, your Directors recommend his re-appointment.

Appointment of Whole-time Directors

On the recommendations of the Nomination & Remuneration Committee, Mr. Rajesh Bansal (DIN: 00645035) and Mr. Sanjay Choudhary (DIN:00669470), the Whole-time Directors of Emami Realty Limited, since amalgamated with the Company, were appointed by the Board of Directors of the Company as Whole-time Directors of your Company with effect from 22nd July, 2016 for a term expiring on 9th August, 2018 and 31st March, 2018 respectively, and the members, at the Annual General Meeting of the Company held on 29th September, 2016, have approved their appointment as Whole-time Directors.

Dr. Kalyanasundaram Ramamurthy, the CEO of Emami Realty Limited, since amalgamated with the Company, was appointed as the CEO of the Company with effect from 22nd July, 2016 and the Board of Directors, at their meeting held on 25th January, 2017 has elevated him to the position of Additional-cum-Whole-time Director of the Company for a term of 3 years, subject to approval of the shareholders in the ensuing Annual General Meeting of the Company.

Notice under Section 160 of the Act has been received for the appointment of Dr. Kalyanasundaram Ramamurthy who has filed his consent to act as Whole-time Director of the Company, if appointed. Appropriate resolution seeking your approval to the aforesaid appointment is appearing in the Notice convening the 9th Annual General Meeting of your Company.

Meetings of Board of Directors

During the financial year ended 31st March, 2017, seven Board Meetings were held, details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act.

Meetings of Independent Directors

During the year under review, a meeting of Independent Directors was held on 10th February, 2017 wherein the performance of the non-independent directors and the Board as a whole was reviewed. The Independent Directors at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company.

Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as **"Annexure – 3"**.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules and top ten employees are provided in Annexure – 3 of this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the corporate office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Directors' Responsibility Statement

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Act, with respect to Directors' Responsibility Statement, the Directors hereby confirm that:-

(i) in the preparation of the annual accounts for the year ended 31st March, 2017, the applicable accounting standards, have been followed and there are no material departures from the same;

(ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;

(iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

(v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

(vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance and Management Discussion and Analysis

A Report on Corporate Governance and Management Discussion and Analysis for the financial year ended 31st March, 2017 is presented in separate sections forming part of this Annual Report.

CFO Certification

As required by Regulation 17(8) of the Listing Regulations, the CFO certification has been submitted to the Board and a copy thereof is contained elsewhere in this Annual Report.

Internal Control Systems and Their Adequacy

The Company has an Internal Control System, commensurate with its size, requirement and the nature of operations. The Company's system of internal control has been designed to provide a reasonable assurance with regard to maintenance of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting.

Internal Financial Control

The Company has in place adequate financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place to properly and efficiently conduct its business, safeguard its assets, detect fraud and errors, maintain accuracy and completeness of accounting records and prepare financial

records in a timely and reliable manner.

Performance Evaluation

Pursuant to the provisions of the Act and the Listing Regulations read with Guidance Note issued by SEBI, the Nomination and Remuneration Committee evaluated the performance of all Directors on criteria such as qualification, level of governance in meetings, preparedness for the meeting, experience, knowledge and competence, fulfilment of functions, ability to function as a team, initiative, availability and attendance, integrity, adherence to the code of conduct, etc. Independent Directors were additionally evaluated on criteria like independence of views and judgement and the Chairman of the Board was additionally evaluated on criteria like effectiveness of leadership and ability to steer the meeting, impartiality, commitment and ability to keep shareholders' interest in mind. The Independent Directors of the Company in their separate meeting, reviewed the performance of Non - Independent Directors, the Board as a whole and of the Chairperson of the Company.

The Board, after taking into consideration the evaluation exercise carried out by the Nomination and Remuneration Committee and by the Independent Directors, carried out an evaluation of its own performance and that of its Committees. The individual performance of all Directors (including the Independent Directors) was also carried out by the entire Board (excluding the director being evaluated).

The Directors expressed their satisfaction over the evaluation process and results thereof.

Audit Committee

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Stakeholders' Relationship Committee

The composition and terms of reference of the Stakeholders Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Remuneration Policy

The Policy of the Company on appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of Companies Act, 2013, is appended as **"Annexure - 4"** to this Report.

Whistle Blower Policy/ Vigil Mechanism

The Company has formed a Whistle Blower Policy/ Vigil Mechanism as required under Section 177 of the Act and Regulation 22 of the Listing Regulations. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The said policy may be referred to, at the Company's website at the weblink: *www.emamirealty.com/emami.php*

Risk Management Policy

The Company has a defined Risk Management framework to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The Risk Management Policy provides for identification of risk, its assessment and procedures to minimize risk. The policy is periodically reviewed to ensure that the executive management controls the risk as per decided policy.

Prevention of Sexual Harassment at Workplace

Your Company is committed to provide a work environment which ensures that every woman employee is treated with dignity, respect and equality. There is zero-tolerance towards sexual harassment and any act of sexual harassment invites serious disciplinary action.

The Company has established a policy against sexual harassment for its employees. The policy allows every employee to freely report any such act and prompt action will be taken thereon. The policy lays down severe punishment for any such act. Further, your Directors state that during the year under review, there was no case of sexual harassment reported to the Company pursuant to the Sexual Harassment of Women at

Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Extract of the Annual Return

Extract of the Annual Return as on 31st March, 2017 in Form MGT-9 is annexed hereto as "**Annexure - 5**" and forms a part of this Report.

Significant and Material Orders Passed by the Regulators / Courts / Tribunals

There are no significant material orders passed by the Regulators / Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo as Per Section 134 (3)(m) of the Act

A. The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity and hence reporting under this Section does not arise.

B. No technology has been developed and / or imported by way of foreign collaboration.

C. Foreign exchange earnings were Nil and outgo ₹33.86 Lakhs during the year (P.Y.: ₹.106.11 Lakhs).

Transfer to Investor Education and Protection Fund

As on 31st March, 2017, the balance lying in Unclaimed Fractional Share Sale Proceeds Account is ₹24,618/- which is due for transfer to the Investors Education and Protection Fund (IEPF) on 21st September, 2017.

Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of Unclaimed Fractional Share Sale Proceeds lying with the Company on its website, as also on the website of Ministry of Corporate Affairs.

Appreciation

Your Directors wish to extend their thanks and appreciation for the valuable and continued support received from the Shareholders, Bankers, Central and State Government Authorities, Stock Exchange(s), Depositories and all other Business Associates for the growth of the organization.

Your Directors also wish to place on record their deep appreciation to all the employees for their commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

Kolkata
27th May, 2017

Abhijit Datta
Chairman

ANNEXURES TO THE DIRECTORS' REPORT

Annexure - 1

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March 2017, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Sneha Ashiana Private Limited (SAPL), wholly owned subsidiary	Joint Development Agreement ("JDA") executed with SAPL for development of land owned by SAPL, admeasuring 31.9075 acres at Kalapatti, Coimbatore, under the name of Project "Emami Aerocity".	As per the terms of the JDA	1. JDA ratio is 42:58 between the SAPL and EIL 2. All developmental expenditure by EIL 3. Marketing by EIL 4. A further amount of ₹.29.90 Crores is paid as JDA Deposit during the year	10th February, 2017	NIL
	Corporate Guarantee provided in favour of RBL Bank Ltd.	2 years	Securing repayment of Term Loan availed by EIL, of ₹40 Crores	21st March, 2016	NIL
Dev Infracity Private Limited (DIPL), being a Company in which the KMP of EIL has significant influence	Corporate Guarantee provided in favour of RBL Bank Ltd.	4 years	Securing repayment of Term Loan availed by EIL, of ₹85 Crores	22nd July, 2016	NIL
	Provided security of its Land at Buda, Jhansi in favour of HDFC Limited	3 years	Securing repayment of Term Loan availed by EIL, of ₹100 Crores at a commission @ 0.25%	30th August, 2016*	NIL

Raj Infraproperties Private Limited (RIPL), being a Company in which the KMP of EIL has significant influence	Corporate Guarantee provided in favour of RBL Bank Ltd	4 years,	Securing repayment of Term Loan availed by EIL, of ₹85 Crores	22nd July, 2016	NIL
	Provided security of its Land at Buda, Jhansi in favour of HDFC Limited	3 years	Securing repayment of Term Loan availed by EIL, of ₹100 Crores at a commission @ 0.25%	30th August, 2016*	NIL
	Corporate Guarantee & security of its Land at Indore, Madhya Pradesh in favour of Axis Finance Limited	3 years	Securing repayment of term loan availed by EIL, of ₹100 Crores at a commission @ 0.25%	10th February, 2017	NIL
Zandu Realty Limited, Associate	Service Charges Received	Annual	Value: ₹2.07 Crores	27th May, 2016	NIL

*Passed by Finance Committee of the Board of Directors

For and on behalf of the Board of Directors

Kolkata
27th May, 2017

Abhijit Datta
Chairman

Annexure - 2

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
EMAMI INFRASTRUCTURE LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EMAMI INFRASTRUCTURE LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017, to the extent applicable, according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;

iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;

v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

e) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable

Other than fiscal and labour laws which are generally applicable to all companies, I further report that, as informed, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, and specifically with reference to the following laws:

a. The Transfer of Property Act, 1882

b. The Land Acquisition Act, 1894

c. Environment (Protection) Act, 1986

d. Building and Other Construction Workers (Regulation Of Employment and Conditions of Service) Act, 1996

e. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Central Rules, 1998

f. The Building and Other Construction Workers' Welfare Cess Rules, 1998

g. Delhi Building and Other Construction Workers (Regulation Of Employment and Conditions of Service) Rules, 2002

h. West Bengal Building & Other Construction Workers Rules, 2004

i. West Bengal Building (Regulation of Promotion of Construction and Transfer by Promoters) Act, 1993

j. West Bengal Land Reforms Act, 1955

k. West Bengal Apartment Ownership Act, 1972

l. Urban Land (Ceiling and Regulation) Act, 1976

m. Clearance for Developers under West Bengal Trees (Protection and Conservation in Non-Forest Areas) Act, 2006,

n. NOC for Height Clearance from Airports Authority of India

o. Height Clearance Certificate from BSNL

We have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has passed special resolutions:

a) under section 180(1)(a) of the Act to approve creation of charge by way of mortgage etc. on the movable and /or immovable assets and properties of the Company, subject to limit u/s 180(1)(c) of the Act.

b) under section 180(1)(c) of the Act to approve borrowing power to Board of Directors (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) not exceeding ₹4000 Cr outstanding at any time over and above the aggregate of paid up capital and its free reserves .

c) under section 42, 71 of the Act to approve issue/offer/ invite for subscription of Non Convertible Debentures (NCD) which shall not exceeds the overall borrowing limits of the Company on private placement basis.

We further report that during the audit period the Company has received order dated 14th June, 2016 of Hon'ble Calcutta High Court approving merger of Emami Realty Limited and Emami Rainbow Niketan Private Limited with the Company.

This Report is to be read with our Letter of even date which is annexed as Annexure - I which forms part of this Report.

For MKB & Associates
Company Secretaries

Manoj Kumar Banthia
Partner
ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 27th May, 2017
Place: Kolkata

Annexure - I

To
The Members,
EMAMI INFRASTRUCTURE LIMITED

Our report of even date is to be read along with this letter.

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with the same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MKB & Associates
Company Secretaries

Manoj Kumar Banthia
Partner
ACS no. 11470
COP no. 7596
FRN: P2010WB042700

Date: 27th May, 2017
Place: Kolkata

Annexure - 3

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i) Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2016-17:

Sl. No.	Name of the Director	Designation	Ratio
1.	Mr. Girja Kumar Choudhary	Whole-time Director & CFO	16.08
2.	Mr. Rajesh Bansal	Whole-time Director	2.08
3.	Mr. Sanjay Choudhary	Whole-time Director	14.63
4.	Dr. Kalyanasundaram Ramamurthy	Whole-time Director	21.88

ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2016-17:

Sl. No.	Name of the Director/KMP and Designation	Designation	% increase in Remuneration in the FY 2016-17
1.	Mr. Girja Kumar Choudhary	Whole-time Director & CFO	10
2.	Mr. Rajesh Bansal	Whole-time Director	17
3.	Mr. Sanjay Choudhary	Whole-time Director	-
4.	Dr. Kalyanasundaram Ramamurthy	Whole-time Director	-
5.	Ms. Payel Jain	Company Secretary	6

iii) Percentage increase/(decrease) in the median remuneration of employees in the Financial Year 2016-17: (14). The decrease in median remuneration of employees in the Financial Year 2016-17 is mainly due to increase in number of employees from 59 to 79.

iv) Number of permanent employees on the rolls of the Company as on 31st March, 2017: 79

v) a) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year is 4.45% whereas the increase in managerial remuneration is 6.63%

b) Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Increase in remuneration granted is based, inter alia, on an overall appraisal of talent brought to the table and Company's business interests.

c) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Annexure - 4

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

1. Preamble

1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression ''senior management'' means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

2. Aims & Objectives

2.1 The Company has formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

2.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully.

2.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.

2.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay (if required) reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

3 Nomination and Remuneration Committee

3.1 Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.

3.2 The Committee shall be responsible for

3.2.1 Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

3.2.2 Formulation of criteria for evaluation of performance of independent directors and the board of directors;

3.2.3 Devising a policy on diversity of board of directors;

3.2.4 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

3.2.5 Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

3.2.6 To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification or modification as may be applicable

4 Policy for Remuneration

4.1 Remuneration to Executive Directors & KMP:

4.1.1 The Company has a credible and transparent framework in determining the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

4.1.2 The Board, on the recommendation of the Nomination & Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.3 The remuneration of non-board KMPs and SMPs will be decided by the MD/WTD, as the case may be and will be placed before the Committee in its meeting held next after such revision.

4.2 **Remuneration to Non-Executive Directors:**

4.2.1 The Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. Beside the sitting fees they are also entitled to reimbursement of expenses for attending meetings. The Non-executive Directors of the Company are not paid any other remuneration or commission. The sitting fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013.

4.2.2 As a policy, the Executive Directors are neither paid sitting fee nor any commission.

4.3 **Remuneration to other employees:**

4.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

5 **Policy for Selection of Directors and Determining Directors' Independence**
Qualifications and criteria

5.1 The NR Committee, and the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in areas that are relevant to the Company's operations.

5.2 **In evaluating the suitability of individual Board members, the Committee takes into account many factors, such as:**

5.2.1 general understanding of the Company's business dynamics, global business and social perspective,

5.2.2 educational and professional background and personal achievements

5.2.3 professional ethics, integrity and values

5.2.4 ability to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions

5.2.5 willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively

5.3 **The proposed appointee shall also fulfill the following requirements:**

5.3.1 Shall possess a Director Identification Number;

5.3.2 Shall not be disqualified under the Companies Act, 2013;

5.3.3 Shall give his written consent to act as a Director;

5.3.4 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;

5.3.5 Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;

5.3.6 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;

5.3.7 Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other relevant laws.

5.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

Criteria of Independence:

5.5 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

5.6 The criteria of independence as laid down in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, shall be applied by the Committee for their assessment.

5.7 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

Other directorships/committee memberships:

5.8 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

5.9 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

5.10 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

5.11 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.

5.12 For the purpose of considering the limit of the Committee membership, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

6 Procedure for Selection and Appointment of Executives other than Board Members

6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel;

6.2 The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;

6.3 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;

6.4 Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;

6.5 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

Annexure - 5

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31st March 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L45400WB2008PLC121426
ii)	Registration Date	4th January, 2008
iii)	Name of the Company	Emami Infrastructure Limited
iv)	Category/ Sub-Category of the Company	Public Company limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and Contact Details	Registered Office: Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700 107 Phone: 033 6613 6264 E-mail: infra@emamirealty.com Website: www.emamirealty.com Corporate Office: Akash Tower, 3rd Floor, 781 Anandapur, E. M. Bypass, Kolkata-700 107 Phone: 033 6625 1200
vi)	Whether listed company -Yes / No	Yes 1. National Stock Exchange of India Limited 2. BSE Limited 3. The Calcutta Stock Exchange Limited
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700 001 Phone: 033 2243 5809 / 5029 Email: mdpldc@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Construction & Real Estate Development	4100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	**Sneha Ashiana Private Limited** Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U70101WB1996PTC081365	Subsidiary	100	2(87)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
2.	**New Age Realty Private Limited** Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata- 700107	U70101WB2007PTC113240	Subsidiary	60	2(87)
3.	**Delta PV Private Limited** Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata- 700107	U40106WB1994PTC064439	Subsidiary	55	2(87)
4.	**Zandu Realty Limited** Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	L24239WB1919PLC136397	Associate	35.51	2(6)
5.	**Roseview Developers Private Limited** Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U51109WB2006PTC109662	Associate	50	2(6)
6.	**Prajay Urban Private Limited** Scotia Bank Building, 1st Floor Road No. 1, Banjara hills, Hyderabad - 500034	U45200TG2007PTC053279	Associate	50	2(6)
7.	**Bengal Emami Housing Limited** Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata – 700107	U70109WB2009PLC134447	Associate	30	2(6)
8.	**Swanhousing & Infra Private Limited** 97A, Southern Avenue, Kolkata - 700029	U70100WB2010PTC151403	Associate	33.66	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01.04.2016]				No of Shares held at the end of the year [As on 31.03.2017]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	7,96,913	-	7,96,913	3.28	7,96,913	-	7,96,913	3.28	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,33,10,427	-	1,33,10,427	54.78	1,33,10,427	-	1,33,10,427	54.78	-
e) Banks/Fi	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	1,41,07,340	-	1,41,07,340	58.06	1,41,07,340	-	1,41,07,340	58.06	-
(2) Foreign									
a) NRIs - Individuals	171	-	171	0.00	171	-	171	0.00	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-

Category of Shareholders	No of Shares held at the beginning of the year [As on 01.04.2016]				No of Shares held at the end of the year [As on 31.03.2017]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Sub-total (A)(2)	171	-	171	0.00	171	-	171	0.00	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	1,41,07,511	-	1,41,07,511	58.06	1,41,07,511	-	1,41,07,511	58.06	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	11,275	-	11,275	0.05	0.05
c)Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
Provident Funds / Pension Funds		-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-total(B)(1):-	-	-	-	-	11,275	-	11,275	0.05	0.05
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	47,43,217	-	47,43,217	19.52	49,13,449	-	49,13,449	20.22	0.70
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	43,24,729	21,040	43,45,769	17.89	42,81,342	20,940	43,02,282	17.71	(0.18)
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	10,02,906	-	10,02,906	4.13	5,91,894	-	5,91,894	2.44	(1.69)
c) Others (Specify)									
Non Resident Indians	28,666	-	28,666	0.12	62,322	-	62,322	0.26	0.14
Clearing Members	65,523	-	65,523	0.27	3,07,347	-	3,07,347	1.26	0.99
NBFCs registered with RBI	4,800	-	4,800	0.02	2,312	-	2,312	0.01	(0.01)
Sub-total(B)(2):-	1,01,69,841	21040	1,01,90,881	41.94	1,01,58,666	20,940	1,01,79,606	41.89	(0.05)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1,01,69,841	21,040	1,01,90,881	41.94	1,01,69,941	20,940	1,01,90,881	41.94	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2,42,77,352	21,040	2,42,98,392	100.00	2,42,77,452	20,940	2,42,98,392	100.00	-

(ii) Shareholding of Promoters

		Shareholding at the beginning of the year [As on 1st April, 2016]			Shareholding at the end of the year [As on 31st March, 2017]			% change in share-holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Diwakar Viniyog Private Limited	34,12,491	14.0441	-	34,12,491	14.0441	-	-
2	Suntrack Commerce Private Limited	29,84,237	12.2816	-	29,84,237	12.2816	-	-
3	Bhanu Vyapaar Private Limited	27,78,899	11.4366	-	27,78,899	11.4366	-	-
4	Raviraj Viniyog Private Limited (Formerly Emami Enclave Makers Pvt Ltd)	14,11,000	5.8070	-	14,11,000	5.8070	-	-
5	Prabhakar Viniyog Private Limited (Formerly Emami High Rise Pvt Ltd)	13,92,000	5.7288	-	13,92,000	5.7288	-	-
6	Suraj Viniyog Private Limited	12,94,491	5.3275	-	12,94,491	5.3275	-	-
7	Priti Sureka	4,37,758	1.8016	-	4,37,758	1.8016	-	-
8	Prashant Goenka	40,366	0.1661	-	40,366	0.1661	-	-
9	Sushil Kumar Goenka	40,166	0.1653	-	40,166	0.1653	-	-
10	Manish Goenka	40,122	0.1651	-	40,122	0.1651	-	-
11	Ashish Goenka	40,000	0.1646	-	40,000	0.1646	-	-
12	Tmt Viniyogan Limited	35,303	0.1453	-	35,303	0.1453	-	-
13	Rohin Raj Sureka	33,333	0.1372	-	33,333	0.1372	-	-
14	Vidisha Agarwal	26,666	0.1097	-	26,666	0.1097	-	-
15	Vidula Agarwal	26,666	0.1097	-	26,666	0.1097	-	-
16	Mohan Goenka	25,716	0.1058	-	25,716	0.1058	-	-
17	Aditya Vardhan Agarwal	22,099	0.0909	-	22,099	0.0909	-	-
18	Sobhna Agarwal	20,000	0.0823	-	20,000	0.0823	-	-
19	Savitri Devi Agarwal	14,269	0.0587	-	14,269	0.0587	-	-
20	Harsha Vardhan Agarwal	8,685	0.0357	-	8,685	0.0357	-	-
21	Usha Agarwal	3,942	0.0162	-	3,942	0.0162	-	-
22	Santosh Goenka	2,999	0.0123	-	3,482	0.0143	-	0.0020
23	Madan Lal Agarwal	3,333	0.0137	-	3,333	0.0137	-	-
24	Kusum Agarwal	2,266	0.0093	-	2,266	0.0093	-	-
25	Laxmi Devi Bajoria	1,666	0.0069	-	1,666	0.0069	-	-
26	Abhishek Agarwal	1,333	0.0055	-	1,333	0.0055	-	-
27	Emami Paper Mills Ltd	833	0.0034	-	833	0.0034	-	-
28	Rajkumar Goenka	749	0.0031	-	749	0.0031	-	-
29	Radheshyam Goenka	748	0.0031	-	748	0.0031	-	-
30	Meena Goenka	400	0.0016	-	400	0.0016	-	-
31	Pan Emami Cosmed Ltd	388	0.0016	-	388	0.0016	-	-
32	Mansi Agarwal	333	0.0014	-	333	0.0014	-	-
33	Emami Frank Ross Limited	333	0.0014	-	333	0.0014	-	-
34	Jyoti Goenka	333	0.0014	-	333	0.0014	-	-
35	Avishi Sureka	333	0.0014	-	333	0.0014	-	-
36	Emami Capital Markets Limited	286	0.0012	-	286	0.0012	-	-
37	Shanti Devi Agarwal	237	0.0010	-	237	0.0010	-	-
38	Amitabh Goenka	171	0.0007	-	171	0.0007	-	-
39	Saroj Goenka	166	0.0007	-	166	0.0007	-	-

		Shareholding at the beginning of the year [As on 1st April, 2016]			Shareholding at the end of the year [As on 31st March, 2017]			% change in share-holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
40	Indu Goenka	166	0.0007	-	166	0.0007	-	-
41	Epl Securities Ltd	166	0.0007	-	166	0.0007	-	-
42	Rashmi Goenka	166	0.0007	-	166	0.0007	-	-
43	Richa Agarwal	166	0.0007	-	166	0.0007	-	-
44	Nimisha Goenka	166	0.0007	-	166	0.0007	-	-
45	Shreya Goenka	166	0.0007	-	166	0.0007	-	-
46	Radheshyam Agarwal	166	0.0007	-	166	0.0007	-	-
47	Saswat Goenka	166	0.0007	-	166	0.0007	-	-
48	Sachin Goenka	133	0.0005	-	133	0.0005	-	-
49	Yogesh Goenka	133	0.0005	-	133	0.0005	-	-
50	Puja Goenka	111	0.0005	-	111	0.0005	-	-
51	Vibhash Vardhan Agarwal	104	0.0004	-	104	0.0004	-	-
52	Jayant Goenka	103	0.0004	-	103	0.0004	-	-
53	Suresh Kumar Goenka	483	0.0020	-	-	0.0000	-	(0.0020)
	Total	**141,07,511**	**58.0594**	**-**	**141,07,511**	**58.0594**	**-**	**-**

(iii) Change in Promoters' Shareholding

Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end of the year	% of Total shares of the Company				No. of shares	% of Total shares of the Company
1	Santosh Goenka	2,999	0.0123	01-04-2016				
				09-12 2016	483	Transfer	3,482	0.0143
		3,482	0.0143	31-03-2017				
2	Suresh Kumar Goenka	483	0.0020	01-04-2016				
				09-12 2016	(483)	Transfer	-	-
		-	-	31-03-2017				

(iv) Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding at the beginning/ end of the year		Date	Increase/ (Decrease) in Share-holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%				No. of shares	%
1.	East India Sec Ltd.	10,75,000	4.42	01-04-2016				
				20-05-2016	130	Transfer	10,75,130	4.42
				27-05-2016	(130)	Transfer	10,75,000	4.42
				30-06-2016	1,200	Transfer	10,76,200	4.43
				08-07-2016	(1,150)	Transfer	10,75,050	4.42
				15-07-2016	450	Transfer	10,75,500	4.43
				22-07-2016	6,364	Transfer	10,81,864	4.45
				29-07-2016	(6,764)	Transfer	10,75,100	4.42
				05-08-2016	(100)	Transfer	10,75,000	4.42
				16-09-2016	500	Transfer	10,75,500	4.43
				30-09-2016	(500)	Transfer	10,75,000	4.42
				28-10-2016	500	Transfer	10,75,500	4.43
				04-11-2016	(500)	Transfer	10,75,000	4.42
				24-03-2017	200	Transfer	10,75,200	4.42
		10,75,300	**4.43**	**31-03-2017**	100	Transfer		
2	LSI Financial Services Pvt. Ltd.	10,00,000	4.12	01-04-2016				
		10,00,000	**4.12**	**31-03-2017**	No change			
3	Neoworth Commercial Pvt. Ltd.	8,00,000	3.29	01-04-2016				
				30-06-2016	(1,00,000)	Transfer	7,00,000	2.88
				08-07-2016	(50,000)	Transfer	6,50,000	2.68
				15-07-2016	(1,50,000)	Transfer	5,00,000	2.06
				20-01-2017	(50,000)	Transfer	4,50,000	1.85
				27-01-2017	(15,987)	Transfer	4,34,013	1.79
				03-02-2017	(34,013)	Transfer	4,00,000	1.65
		4,00,000	**1.65**	**31-03-2017**				
4	Ganpati Industrial Pvt. Ltd.	4,00,000	1.65	01-04-2016				
		4,00,000	**1.65**	**31-03-2017**	No change			
5	Sunita Biyani	1,58,573	0.65	01-04-2016				
				15-07-2016	10,000	Transfer	1,68,573	0.69
				29-07-2016	16,379	Transfer	1,84,952	0.76
				05-08-2016	8,000	Transfer	1,92,952	0.79
				19-08-2016	3,695	Transfer	1,96,647	0.81
				26-08-2016	2,000	Transfer	1,98,647	0.82
				02-09-2016	2,636	Transfer	2,01,283	0.83
				09-09-2016	2,000	Transfer	2,03,283	0.84
				16-09-2016	1,000	Transfer	2,04,283	0.84
				30-09-2016	2,000	Transfer	2,06,283	0.85
				07-10-2016	6,500	Transfer	2,12,783	0.88

Sl. No.	Name	Shareholding at the beginning/ end of the year		Date	Increase/ (Decrease) in Share-holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%				No. of shares	%
				21-10-2016	15,575	Transfer	2,28,358	0.94
				28-10-2016	2,912	Transfer	2,31,270	0.95
				04-11-2016	8,000	Transfer	2,39,270	0.98
				11-11-2016	2,000	Transfer	2,41,270	0.99
				25-11-2016	1,167	Transfer	2,42,437	1.00
				06-01-2017	(2,751)	Transfer	2,39,686	0.99
				13-01-2017	1,430	Transfer	2,41,116	0.99
				27-01-2017	(3,000)	Transfer	2,38,116	0.98
				03-02-2017	5,000	Transfer	2,43,116	1.00
				10-02-2017	1,000	Transfer	2,44,116	1.00
				17-02-2017	(4,000)	Transfer	2,40,116	0.99
				03-03-2017	1,935	Transfer	2,42,051	1.00
		2,39,454	**0.99**	**31-03-2017**	(2,597)	Transfer		
6	Rajasthan Global Securities Pvt. Ltd. *	-	-	01-04-2016				
				17-02-2017	17,145	Transfer	17,145	0.07
				24-02-2017	7,228	Transfer	24,373	0.10
				03-03-2017	83,631	Transfer	1,08,004	0.44
				10-03-2017	44,122	Transfer	1,52,126	0.63
				24-03-2017	14,308	Transfer	1,66,434	0.68
		1,66,434	**0.68**	**31-03-2017**				
7	Indira Securities Pvt. Ltd. *	-	-	01-04-2016				
				20-05-2016	200	Transfer	200	0.00
				27-05-2016	(200)	Transfer	0	0.00
				17-06-2016	13,412	Transfer	13,412	0.06
				24-06-2016	(13,273)	Transfer	139	0.00
				30-06-2016	79,905	Transfer	80,044	0.33
				08-07-2016	(26,302)	Transfer	53,742	0.22
				15-07-2016	(43,299)	Transfer	10,443	0.04
				22-07-2016	49,200	Transfer	59,643	0.25
				29-07-2016	(23,852)	Transfer	35,791	0.15
				05-08-2016	(21,134)	Transfer	14,657	0.06
				12-08-2016	372	Transfer	15,029	0.06
				19-08-2016	836	Transfer	15,865	0.07
				26-08-2016	2,700	Transfer	18,565	0.08
				02-09-2016	21,222	Transfer	39,787	0.16
				09-09-2016	(21,837)	Transfer	17,950	0.07
				16-09-2016	(2,732)	Transfer	15,218	0.06
				23-09-2016	250	Transfer	15,468	0.06

Sl. No.	Name	Shareholding at the beginning/ end of the year		Date	Increase/ (Decrease) in Share-holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%				No. of shares	%
				30-09-2016	299	Transfer	15,767	0.06
				07-10-2016	(1,455)	Transfer	14,312	0.06
				14-10-2016	8	Transfer	14,320	0.06
				21-10-2016	338	Transfer	14,658	0.06
				28-10-2016	(4,997)	Transfer	9,661	0.04
				04-11-2016	13,839	Transfer	23,500	0.10
				11-11-2016	7,320	Transfer	30,820	0.13
				18-11-2016	(15,670)	Transfer	15,150	0.06
				25-11-2016	(560)	Transfer	14,590	0.06
				02-12-2016	200	Transfer	14,790	0.06
				09-12-2016	(290)	Transfer	14,500	0.06
				23-12-2016	150	Transfer	14,650	0.06
				30-12-2016	(150)	Transfer	14,500	0.06
				27-01-2017	(1,014)	Transfer	13,486	0.06
				03-02-2017	1,014	Transfer	14,500	0.06
				10-02-2017	1,100	Transfer	15,600	0.06
				03-03-2017	(1,330)	Transfer	14,270	0.06
				10-03-2017	830	Transfer	15,100	0.06
				17-03-2017	40,000	Transfer	55,100	0.23
				24-03-2017	1,51,086	Transfer	2,06,186	0.85
		1,50,183	**0.62**	**31-03-2017**	(56,003)	Transfer		
8	Gopi Kishan Malani *	-	-	01-04-2016				
				24-06-2016	86,968	Transfer	86,968	0.36
				30-06-2016	17,230	Transfer	1,04,198	0.43
				08-07-2016	61,134	Transfer	1,65,332	0.68
				15-07-2016	2,09,909	Transfer	3,75,241	1.54
				22-07-2016	(1,84,508)	Transfer	1,90,733	0.78
				29-07-2016	44,093	Transfer	2,34,826	0.97
				05-08-2016	(71,685)	Transfer	1,63,141	0.67
				19-08-2016	(30,167)	Transfer	1,32,974	0.55
				02-09-2016	(11,217)	Transfer	1,21,757	0.50
				03-02-2017	(757)	Transfer	1,21,000	0.50
		1,21,000	**0.50**	**31-03-2017**				
9	RG Texknit Pvt. Ltd.	1,05,638	0.43	01-04-2016				
				15-04-2016	994	Transfer	1,06,632	0.44
				29-04-2016	6	Transfer	1,06,638	0.44
				13-05-2016	160	Transfer	1,06,798	0.44
				22-07-2016	1,440	Transfer	1,08,238	0.45
				12-08-2016	927	Transfer	1,09,165	0.45
				02-09-2016	4,583	Transfer	1,13,748	0.47

Sl. No.	Name	Shareholding at the beginning/ end of the year		Date	Increase/ (Decrease) in Share-holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%				No. of shares	%
				09-09-2016	200	Transfer	1,13,948	0.47
				30-09-2016	3,000	Transfer	1,16,948	0.48
				14-10-2016	1,500	Transfer	1,18,448	0.49
				28-10-2016	2,500	Transfer	1,20,948	0.50
		1,20,948	**0.50**	**31-03-2017**				
10	Anand Rathi Global Finance Ltd.*	-	-	01-04-2016				
				16-09-2016	1,01,000	Transfer	1,01,000	0.42
		1,01,000	**0.42**	**31-03-2017**				
11	Subir Jain	-	-	01-04-2016				
				27-05-2016	20,000	Transfer	20,000	0.08
				30-06-2016	27,260	Transfer	47,260	0.19
				29-07-2016	7,913	Transfer	55,173	0.23
				02-09-2016	26,390	Transfer	81,563	0.34
				04-11-2016	(1,100)	Transfer	80,463	0.33
				30-12-2016	9,400	Transfer	89,863	0.37
				17-02-2017	11,450	Transfer	1,01,313	0.42
		1,00,313	**0.41**	**31-03-2017**	(1,000)			
12	Anand Rathi Share & Stock Brokers Ltd. #	-	-	01-04-2016				
				08-04-2016	(60)	Transfer	1,38,540	0.57
				15-04-2016	(385)	Transfer	1,38,155	0.57
				29-04-2016	(45)	Transfer	1,38,110	0.57
				13-05-2016	400	Transfer	1,38,510	0.57
				20-05-2016	(130)	Transfer	1,38,380	0.57
				27-05-2016	(270)	Transfer	1,38,110	0.57
				10-06-2016	(141)	Transfer	1,37,969	0.57
				17-06-2016	(13,224)	Transfer	1,24,745	0.51
				24-06-2016	(24,528)	Transfer	1,00,217	0.41
				30-06-2016	(21,232)	Transfer	78,985	0.33
				08-07-2016	(4,880)	Transfer	74,105	0.30
				15-07-2016	(17,756)	Transfer	56,349	0.23
				22-07-2016	5,121	Transfer	61,470	0.25
				29-07-2016	(4,202)	Transfer	57,268	0.24
				05-08-2016	(650)	Transfer	56,618	0.23
				12-08-2016	(14,420)	Transfer	42,198	0.17
				19-08-2016	(25,435)	Transfer	16,763	0.07
				26-08-2016	(15,513)	Transfer	1,250	0.01
				02-09-2016	(266)	Transfer	984	0.00
				09-09-2016	14,909	Transfer	15,893	0.07
				16-09-2016	(14,700)	Transfer	1,193	0.01
				23-09-2016	50	Transfer	1,243	0.01
				30-09-2016	3,253	Transfer	4,496	0.02
				07-10-2016	(300)	Transfer	4,196	0.02

Sl. No.	Name	Shareholding at the beginning/ end of the year		Date	Increase/ (Decrease) in Share-holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%				No. of shares	%
				14-10-2016	22,510	Transfer	26,706	0.11
				21-10-2016	24,671	Transfer	51,377	0.21
				28-10-2016	387	Transfer	51,764	0.21
				04-11-2016	(387)	Transfer	51,377	0.21
				11-11-2016	(49,297)	Transfer	2,080	0.01
				18-11-2016	(2,030)	Transfer	50	0.00
				25-11-2016	(50)	Transfer	0	0.00
				02-12-2016	1,368	Transfer	1,368	0.01
				09-12-2016	13,059	Transfer	14,427	0.06
				16-12-2016	(14,427)	Transfer	0	0.00
				23-12-2016	6,100	Transfer	6,100	0.03
				30-12-2016	(6,087)	Transfer	13	0.00
				06-01-2017	1,578	Transfer	1,591	0.01
				13-01-2017	(1,591)	Transfer	0	0.00
				17-02-2017	250	Transfer	250	0.00
				24-02-2017	50	Transfer	300	0.00
				03-03-2017	5,641	Transfer	5,941	0.02
				10-03-2017	(5,941)	Transfer	0	0.00
				17-03-2017	142	Transfer	142	0.00
				24-03-2017	7,758	Transfer	7,900	0.03
		8,705	**0.04**	**31-03-2017**	805	Transfer		
13	Anand Rathi #	1,89,884	0.78	01-04-2016				
				09-09-2016	(41,903)	Transfer	1,47,981	0.61
				16-09-2016	(86,613)	Transfer	61,368	0.25
		61,368	**0.25**	**31-03-2017**				
14	Sanjay Katkar #	1,30,652	0.54	01-04-2016				
				05-08-2016	(5,350)	Transfer	1,25,302	0.52
				14-10-2016	(16,390)	Transfer	1,08,912	0.45
				21-10-2016	(10,000)	Transfer	98,912	0.41
				24-03-2017	(98,912)	Transfer	-	-
		-	-	**31-03-2017**				
15	Kailash Sahebrao Katkar #	2,00,000	0.82	01-04-2016				
				24-03-2017	(2,00,000)	Transfer	-	-
		-	-	**31-03-2017**				

*Not in the list of Top 10 shareholders as on 1st April, 2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31st March, 2017.

Ceased to be in the list of Top 10 shareholders as on 31st March, 2017. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 1st April, 2016.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebted-ness
Indebtedness at the beginning of the financial year				
i) Principal Amount	40,978.70	76,386.78	-	1,17,365.48
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	163.90	6,093.64	-	6,257.54
Total (i+ii+iii)	**41,142.60**	**82,480.42**	-	**1,23,623.02**
Change in Indebtedness during the Financial Year				
· Addition	47,790.17	93,695.10		1,41,485.27
· Reduction	20,962.61	82,655.58	-	1,03,618.19
Net Change	**26,827.56**	**11,039.51**	-	**37,867.08**
Indebtedness at the end of the Financial Year				
i) Principal Amount	67,799.25	86,736.84	-	1,54,536.09
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	170.92	6,783.09	-	6,954.01
Total (i+ii+iii)	**67,970.17**	**93,519.93**	-	**1,61,490.10**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name and Designation				Total
		Mr. Girja Kumar Choudhary (WTD & CFO)	Mr. Rajesh Bansal (WTD)	Mr. Sanjay Choudhary (WTD)	Dr. Kalyana-sundaram Ramamurthy (WTD*)	
1	Gross salary					
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.17	16.17	120.00	31.55	**287.98**
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961				1.90	**1.90**
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify…	-	-	-	-	-
5	Others, please specify					
	Total (A)	**120.17**	**16.17**	**120.00**	**33.45**	**289.88**
	Ceiling as per the Act (based on effective capital)	**125.68**	**125.68**	**125.68**	#	

* w.e.f. 25th January, 2017

Remuneration paid under Clause (B) of Section II of Schedule V, as amended vide Notification dated 12th September, 2016

Note: The above remuneration is as per Income Tax Act, 1961 and exclude contribution by the Company to Provident Fund and other annuity fund.

B. Remuneration to other directors:

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name and Designation					
1	Independent Directors	Mr. Abhijit Datta	Mr. Hari Mohan Marda	Mrs. Karabi Sengupta	Mr. Ram Gobind Ganeriwala	Mr. Debasish Bhaumik	Total Amount
	Fee for attending board / committee Meetings	0.67	1.25	0.57	1.07	0.53	4.09
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	0.67	1.25	0.57	1.07	0.53	4.09
2	Other Non-Executive Director	Mr. Basant Kumar Parakh					
	Fee for attending board / committee Meetings	0.57	-	-	-	-	0.57
	Commission	-	-	-	-	-	-
	Others, please specify						
	Total (2)	0.57	-	-	-	-	0.57
	Total (B)=(1+2)	-	-	-	-	-	4.66
	Total Managerial Remuneration (A+B)	-	-	-	-	-	294.54
	Overall Ceiling as per the Act	All non-executive /independent directors have been paid only sitting fees for attending board meeting and committee meetings, which is well within the limits prescribed under the Companies Act, 2013					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Ms. Payel Jain (Company Secretary)	Dr. Kalyana-sundaram Ramamurthy (CEO*)	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10.84	138.52	149.36
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	7.43	7.43
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify…	-	-	-
5	Others, please specify	-	-	-
	Total	10.84	145.95	156.79

* upto 24th January, 2017

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offence against the Company, its Directors and other officer in default under the Companies Act, 2013, during the year ended 31st March, 2017

Report on Corporate Governance

Company's Philosophy on Code Of Corporate Governance

At Emami Infrastructure Limited, corporate governance has always been a focal point of attention with emphasis on the complete well-being of all constituents. Good corporate governance encompasses law, procedures, practices and implicit rules that determine the management's ability to take sound and informed business decisions vis-à-vis all its stakeholders i.e. shareholders, creditors, employees and the state. The Company's philosophy on corporate governance envisages attainment of the highest level of transparency, accountability, integrity and equity in all facets of its operations and in its interaction with stakeholders.

The Board of Directors of your Company is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a pivotal role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to the best practices across the globe.

Board of Directors

Composition of Board of Directors

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors, including one Woman Director, in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board as on 31st March, 2017 consists of 10 Directors out of which 5 Directors are Independent Director. The composition and category of the Directors on the Board are as follows:

Sl. No.	Name	Designation	Category
1.	Mr. Abhijit Datta (DIN: 00790029)	Chairman	Non-Executive Independent
2.	Mr. Hari Mohan Marda (DIN: 00855466)	Director	Non-Executive Independent
3.	Mr. Ram Gobind Ganeriwala (DIN: 00863042)	Director	Non-Executive Independent
4.	Mrs. Karabi Sengupta (DIN: 02534951)	Director	Non-Executive Independent
5.	Debasish Bhaumik* (DIN: 06933306)	Director	Non-Executive Independent
6.	Mr. Basant Kumar Parakh (DIN: 00103176)	Director	Non-Executive Non- Independent
7	Mr. Girja Kumar Choudhary (DIN: 00821762)	Whole-time Director & CFO	Executive
8	Mr. Rajesh Bansal* (DIN: 00645035)	Whole-time Director	Executive
9	Mr. Sanjay Choudhary* (DIN: 00669470)	Whole-time Director	Executive
10	Dr. Kalyanasundaram Ramamurthy** (DIN: 01219857)	Whole-time Director	Executive

*Appointed w.e.f., 22nd July, 2016.

** Appointed w.e.f. 25th January, 2017.

Board Meetings & Procedure

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from normal business. The Agenda of the meeting is circulated well in advance to all the Directors for facilitating effective discussion and decision making. In addition to the minimum information to be placed before the Board as per Regulation 17(7) of the Listing Regulations, the Board is also kept informed of major events wherever necessary.

Number & dates of Board Meetings held during the year

Seven Board meetings were held during the financial year on 29th April, 2016, 27th May, 2016, 22nd July, 2016, 11th August, 2016, 9th November, 2016, 25th January, 2017 and 10th February, 2017. The maximum time gap between any two meetings was less than 120 days as stipulated under Regulation 17(2) of the Listing Regulations.

Number of meetings held and attended during the year, attendance at the last Annual General Meeting (AGM) and the number of Directorships and Committee Memberships / Chairmanship in other companies of each of the Directors as on 31st March, 2017 are below:

Name of Director	Board Meetings during the year		Attendance at the last AGM	Other Directorships	Memberships/ Chairmanship(s) of Board Committees in other companies
	Held	Attended			
Mr. Abhijit Datta	7	5	No	5	3 (including 2 as Chairman)
Mr. Hari Mohan Marda	7	7	Yes	8	4 (including 2 as Chairman)
Mr. Ram Gobind Ganeriwala	7	5	Yes	-	-
Mrs. Karabi Sengupta	7	7	Yes	1	1
Mr. Basant Kumar Parakh	7	5	No	1	-
Mr. Debasish Bhaumik	7	5	Yes	3	
Mr. Girja Kumar Choudhary	7	7	Yes	1	-
Mr. Rajesh Bansal	7	1	No	-	-
Mr. Sanjay Choudhary	7	3	Yes	1	-
Dr. Kalyanasundaram Ramamurthy	7	1	NA	-	-

Note:
1. Other directorships exclude directorships in the Foreign Companies, Section 8 Companies and Private Limited Companies
2. Other Committee memberships/ chairmanships include Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies only
3. None of the Directors of the Company is related to each other
4. None of the non-executive directors hold any shares in the Company. The Company has not issued any convertible securities.

None of the Directors on the Board is a member of more than 10 board level committees or Chairman of more than 5 such Committees as specified in Regulation 26(1) of Listing Regulations, across all the listed entities in which he/she is a Director.

None of the Independent Directors is acting as an Independent Director in more than 7 listed companies as required pursuant to Regulation 25 of the Listing Regulations. The details of familiarization program imparted to independent directors is available on the Company's website at the weblink: http://emamirealty.com/investor-relation/emami-infrastructure-ltd.

Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles as a part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review.

The Board has currently established the following Committees:

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination & Remuneration Committee
- Finance Committee

Audit Committee

As on March 31, 2017, the Committee consists of 3 Directors, who bring with them vast experience in the field of operations, finance and accounts. The Committee comprises of:

Sl. No.	Name	Category	Designation
1.	Mr. Ram Gobind Ganeriwala	Non-Executive Independent	Chairman
2.	Mr. Hari Mohan Marda	Non-Executive Independent	Member
3.	Mr. Girja Kumar Choudhary	Executive	Member

The Chairman of the Audit Committee is an Independent Director and the Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee attended the previous Annual General Meeting held on 29th September, 2016.

The Committee's composition and its terms of reference meet the requirements of Section 177 of the Companies Act, 2013 ("Act") and Regulation 18 of the Listing Regulations.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter-alia performs the following functions:

i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section (3) of Section 134 of the Act;

    b. Changes, if any, in accounting policies and practices and reasons for the same

    c. Major accounting entries involving estimates based on the exercise of judgment by management

    d. Significant adjustments made in the financial statements arising out of audit findings

    e. Compliance with listing and other legal requirements relating to financial statements

    f. Disclosure of any related party transactions

    g. Modified opinion(s) in the draft audit report

v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

viii. Approval or any subsequent modification of transactions of the company with related parties;

ix. Scrutiny of inter-corporate loans and investments;

x. Valuation of undertakings or assets of the Company, wherever it is necessary;

xi. Evaluation of internal financial controls and risk management systems;

xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xiv. Discussion with internal auditors of any significant findings and follow up there on;

xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, audit observations as well as post-audit discussion to ascertain any area of concern;

xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii. To review the functioning of the Whistle Blower mechanism;

xix. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

xx. The Committee shall mandatorily review the following:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

(c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

(d) Internal audit reports relating to internal control weaknesses; and the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(e) Statement of deviations:

I. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

II. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7)."

During the financial year ended March 31, 2017, Audit Committee met 5 (Five) times on 29th April, 2016, 26th May, 2016, 11th August, 2016, 9th November, 2016 and 10th February, 2017, wherein all the members of the Committee were present.

Stakeholders' Relationship Committee

As on 31st March 2017, the Committee comprises of Mr. Ram Gobind Ganeriwala, Independent Director, as the Chairman and Mr. Basant Kumar Parakh and Mr. Girja Kumar Choudhary as members. The composition and the terms of reference of the Committee meet with the requirements of Regulation 20 of the Listing Regulations and provisions of the Act. The Company Secretary acts as Secretary to the Committee.

During the period under review, only one meeting of the Committee was held on 10th February, 2017. All the members were present at the said meeting, except Mr. Basant Kumar Parakh, who was granted leave of absence.

The Committee has been constituted to monitor and review investor's grievance and carry out procedural matters relating to share transfer, etc. and overseeing the functioning of the Registrar and Share Transfer Agent of the Company.

During the year under review, one complaint was received by the Company, and the same was resolved timely. No complaint was posted on SCORES, the web based complaint redressal system of SEBI.

The name, designation and address of Compliance Officer of the Company is as under:

Name and Designation	Ms. Payel Jain, Company Secretary
Address	"Akash Tower", 3rd Floor, 781, Anandapur, E. M. Bypass, Kolkata-700107
Contact	Phone: 033 6625 1228
E-mail	payel.jain@emamirealty.com

Nomination & Remuneration Committee

As on 31st March, 2017, the Committee comprises of Mr. Hari Mohan Marda as the Chairman and Mr. Abhijit Datta and Mr. Ram Gobind Ganeriwala as members. The Committee's composition and its terms of reference meet the requirements of Section 178 of the Act, and Regulation 19 of the Listing Regulations.

The Company Secretary acts as Secretary to the Committee.

Terms of Reference of the Committee, inter alia, includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification or modification as may be applicable.

During the year under review, four meetings were held on 26th May, 2016, 22nd July, 2016, 25th January, 2017 and 10th February, 2017. The attendance of the Members of the Committee is mentioned below:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Hari Mohan Marda	4	4
Mr. Abhijit Datta	4	4
Mr. Ram Gobind Ganeriwala	4	2

Performance evaluation criteria for Independent Directors

During the year under review, the performance of the Independent Directors were evaluated on parameters such as, qualification, level of governance in meetings, preparedness for the meeting, experience, knowledge and competence, fulfilment of functions, ability to function as a team, initiative, availability and attendance, integrity, adherence to the code of conduct, independence of views and judgement, safeguarding interest of whistle-blowers under vigil mechanism, etc.

Remuneration policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individuals with requisite knowledge and excellence as executive and non-executive directors.

The Remuneration Policy of the Company is attached as Annexure 4 to the Board's Report.

Details of Remuneration to all Directors:

A) The details of sitting fees for the Financial Year 2016-17 paid to the Non-Executive Directors and their shareholding in the Company are as under:

Name of the Directors	Sitting Fees (₹ in Lakhs)	No. of shares held as on 31st March, 2017
Mr. Abhijit Datta	0.67	NIL
Mr. Hari Mohan Marda	1.25	NIL
Mr. Ram Gobind Ganeriwala	1.07	NIL
Mrs. Karabi Sengupta	0.57	NIL
Mr. Basant Kumar Parakh	0.57	NIL
Mr. Debasish Bhaumik	0.53	NIL

No commission was paid to Directors during the year ended 31st March 2017.

B) Details of Remuneration paid to the Whole-time Directors for the financial year 2016-17 are as under:

(₹ in Lakhs)

Name of Director	Mr. Girja Kumar Choudhary	Mr. Rajesh Bansal	Mr. Sanjay Choudhary	Dr. K. Ramamurthy
Salary	117.94	15.24	119.77	33.45
Contribution to Provident Fund	8.21	0.92	-	
Contribution to National Pension Fund	3.49	-	-	-
Bonus and Other allowances	2.23	0.92	0.23	-
Total	**131.87**	**17.08**	**120.00**	**33.45**

Service Contracts, Severance Fee, Notice Period and Stock Options

The appointment of the Executive Directors is governed by resolutions passed by the Board and the Shareholders of the Company, the Service Contracts entered into with them and the Remuneration Policy of the Company all of which covers the terms and conditions of such appointment. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors. A notice of three months is required to be given by a Director seeking to vacate office.

Formal appointment letters are issued to Independent Directors. As required by Regulation 46 of the Listing Regulations, the terms and conditions of appointment of Independent Directors is available on the Company's website and can be accessed at *www.emamirealty.com/emami.php*.

The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director. During the year under review, none of the Director was paid any performance-linked incentive.

Finance Committee

The Finance Committee was constituted by the Board of Directors in its meeting held on 11th August, 2016. As on 31st March, 2017, the Committee comprises of Mr. Hari Mohan Marda as the Chairman, Mr. Sanjay Choudhary and Mr. Girja Kumar Choudhary as members. The Company Secretary acts as the Secretary of the Committee.

The terms of Reference of the Committee, includes the following:

i. Opening, modification and closure in operation of Bank Accounts;

ii. Reviewing and considering periodical budgets of the Company and approval of capital expenditures;

iii. Opening, modification and closure of trading and demat accounts required for securities, derivatives, foreign currency and all other options;

iv. To borrow money by way of loan (including foreign currency loans) for the purpose of Company's business, including but not limited to refinancing the existing debt, capital expenditure, general corporate purposes and take necessary actions connected therewith, pursuant to Section 179(3)(d) of the Act, subject to the limits as sanctioned by the Members under Section 180(1)(c) of the Act from time to time;

v. To approve creation of security interest/ charge on the movable and immovable assets of the Company, wherever situate, present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Committee may determine, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), corporate body(ies), etc. to secure the loans, borrowings, debentures, and / or working capital facilities and other credit facilities availed / to be availed by the Company, subject to the limits as sanctioned by the Members under Section 180(1)(a) of the Act from time to time;

vi. To acquire, invest and/or deploy the funds of the Company in inter-corporate investments, debt/ equity/ quasi-equity securities or instruments, derivatives, bonds/debentures (whether fully, partially or optionally convertible or non-convertible) and/or in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of LLPs in one or more tranches, pursuant to Section 179(3)(e) and Section 186 of the Act, subject to the limits sanctioned by the Members pursuant to Section 186 of the Act from time to time;

vii. Provide corporate guarantee of the Company for credit facilities availed by the Company/ its subsidiaries or by any other entity, pursuant to Section 179(3)(f) and Section 186 of the Act, subject to the limits as sanctioned by the Members pursuant to Section 186 of the Act from time to time;

viii. To approve loans and advances pursuant to Section 179(3)(f) and Section 186 of the Act, subject to the limits sanctioned by the Members pursuant to Section 186 of the Act from time to time;

ix. To apply for and obtain any registration/enrolment/ certificates from any statutory authority(ies) including but not limited to import-export code, trade license, GST, VAT, etc. from time to time and also to authorise updation/ modifications/ alterations, etc. in any of the existing registrations of the Company;

x. Any other financial issues or other matters, whether out of and incidental to these functions or not, as may be assigned by the Board;

xi. Delegate authorities from time to time to the executives, officers and other authorised persons to implement the Committee's decisions;

xii. Authorise Directors, Officers and other Authorised Persons for execution of necessary documents and affixing Common Seal of the Company, as may be required for implementing decisions taken by the Board or any Committee thereof;

xiii. To authorize any directors/Company Secretary and/ or other officials of the Company/any other person for signing/ filing necessary reply/rejoinder affidavits etc. and/or appear before the Tribunal/Courts/Arbitrators as applicable

xiv. To take all decisions in connection with any arrangement, document or matter necessary, ancillary, incidental or desirable to give effect to all its powers and authority."

During the year under review, three meetings were held on 30th August, 2016, 2nd December, 2016 and 27th March, 2017 wherein all the members of the Committee were present.

Independent Directors' Meeting

During the period under review, Independent Directors met on 10th February, 2017, inter-alia, to discuss:

a) Evaluation of the Performance of the Non-Independent Directors and Board of Directors as a whole;

b) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to perform its duties effectively and reasonably.

All the Independent Directors were present in the said meeting.

General Body Meetings:

A. Annual General Meetings:

Year	Day, Date & Time	Venue
2015-16	Thursday, 29th September, 2016 at 12:00 Noon	"Emami Tower", 687 Anandapur, E. M. Bypass, Kolkata 700 107
2014-15	Wednesday, 9th September, 2015 at 2:30 P.M.	
2013-14	Friday, 5th September, 2014 at 2.30 P.M.	

B. Whether any special resolutions passed in the previous three annual general meetings:

a. Special Resolutions passed in the AGM held on 29th September, 2016:
   i. Appointment of Mr. Rajesh Bansal as the Whole-time Director;
   ii. Appointment of Mr. Sanjay Choudhary as the Whole-time Director;
   iii. Revision in Remuneration of Mr. Girja Kumar Choudhary, Whole-time Director & CFO;
   iv. Authority provided to the Board to borrow upto ₹4000 Cr under section 180(1)(c) of the Act;
   v. Authority provided to the Board to create charge/ mortgage under section 180(1)(a) of the Companies Act, 2013 upto the borrowing limit of the Company; and
   vi. Authority provided to the Board to issue/ offer/ invite for subscription, Secured/ Unsecured Redeemable Non-Convertible Debentures on private placement basis.

b. No Special Resolution was passed in the AGM held on 9th September, 2015:

c. Special Resolutions passed in the AGM held on 5th September, 2014:
   i. Alteration of Articles of Association of the Company;
   ii. Revision in Remuneration of Mr. Girja Kumar Choudhary, Whole-time Director & CFO;
   iii. Authority provided to the Board to borrow upto ₹500 Cr under Section 180(1)(c) of the Act; and
   iv. Authority provided to the Board to make investment upto ₹200 Cr under Section 186 of the Act,

C. No extra-ordinary general meeting of the shareholders was held during the year.

D. Whether any special resolution passed last year through Postal Ballot, person who conducted the Postal Ballot exercise and details of voting pattern

Special Resolutions passed through Postal ballot Notice dated 11th August, 2016, were as follows:

1. Approval to make investments upto ₹2000 Cr under Section 186 of the Act.
2. Alteration in the object clause of Memorandum of Association of the Company.

The Postal Ballot was conducted in accordance with the provisions of Listing Regulations and the Act. The Company had offered e-voting facility, through Central Depository Services (India) Limited as an alternate, to enable the shareholder to cast their votes electronically. The Board had appointed Mr. Manoj Kumar Banthia, Practising Company Secretary as the Scrutinizer to conduct the Postal Ballot & E-voting process in a fair and transparent manner.

Details of Voting Pattern

Date of passing of Resolution	Purpose	Vote in favour of the resolution		Votes against the resolution	
		Number	% of Total Number of Valid Votes Cast	Number	% of Total Number of Valid Votes Cast
3rd October, 2016	Approval under Section 186 of the Companies Act, 2013 to make loans, investments, give guarantee or provide security in connection with loan, for maximum aggregate amount not exceeding ₹2000 Cr at any time	1,68,85,535	99.97%	5,296	0.03%
3rd October, 2016	Alteration in the Object Clause of the Memorandum of Association of the Company	1,68,81,952	99.97%	5,246	0.03%

E. Whether any special resolution is proposed to be conducted through Postal Ballot: None

Means of Communication

a. Publication of results: The Company publishes its quarterly and annual results in newspapers such as "Financial Express" and "Ek Din". The same are also submitted to the Stock Exchanges.

b. News, Releases etc.: The Company has a website www.emamirealty.com and all vital information relating to the Company and its performance including financial results are regularly posted on the Company's website.

c. During the year under review, the Company did not make any presentation to institutional investors or to analysts.

General Shareholder Information

i. AGM Details	
Date :	21st September, 2017
Time :	11:00 A.M.
Venue:	Emami Tower, 687 Anandapur, E. M. Bypass, Kolkata - 700 107

ii. Financial Calendar

Financial year -1st April, 2017 to 31st March, 2018

Financial Reporting for the Year 2017-18 :

Particulars	Quarter/ year ending	Tentative Schedule*
Unaudited Financial Results (1st Quarter)	Q.E. 30.06.2017	On or before 14th September, 2017
Unaudited Financial Results (2nd Quarter)	Q.E. 30.09.2017	On or before 14th December, 2017
Unaudited Financial Results (3rd Quarter)	Q.E. 31.12.2017	On or before 14th February, 2018
Audited Financial Results (4th Quarter/Annual)	Y.E. 31.03.2018	On or before 30th May, 2018

* tentative and subject to change

iii. Book Closure Dates :	15th September, 2017 to 21st September, 2017 (Both days inclusive)
iv. Dividend Payment Date :	Not Applicable
v. Listing on Stock Exchanges:	BSE Limited (BSE) National Stock Exchange of India Ltd. (NSE) The Calcutta Stock Exchange Limited (CSE)
The listing fees for financial year 2017-18 to BSE, NSE and CSE have been paid.	
vi. Stock Code :	Trading symbol BSE Limited – 533218 NSE – EMAMIINFRA CSE - 15214
vii. Demat ISIN No. :	Equity shares - ISIN No. : INE778K01012 Debentures – INE716J07029, INE716J07045, INE716J07060, INE716J07078, INE716J07086
CORPORATE IDENTITY NO. :	L45400WB2008PLC121426

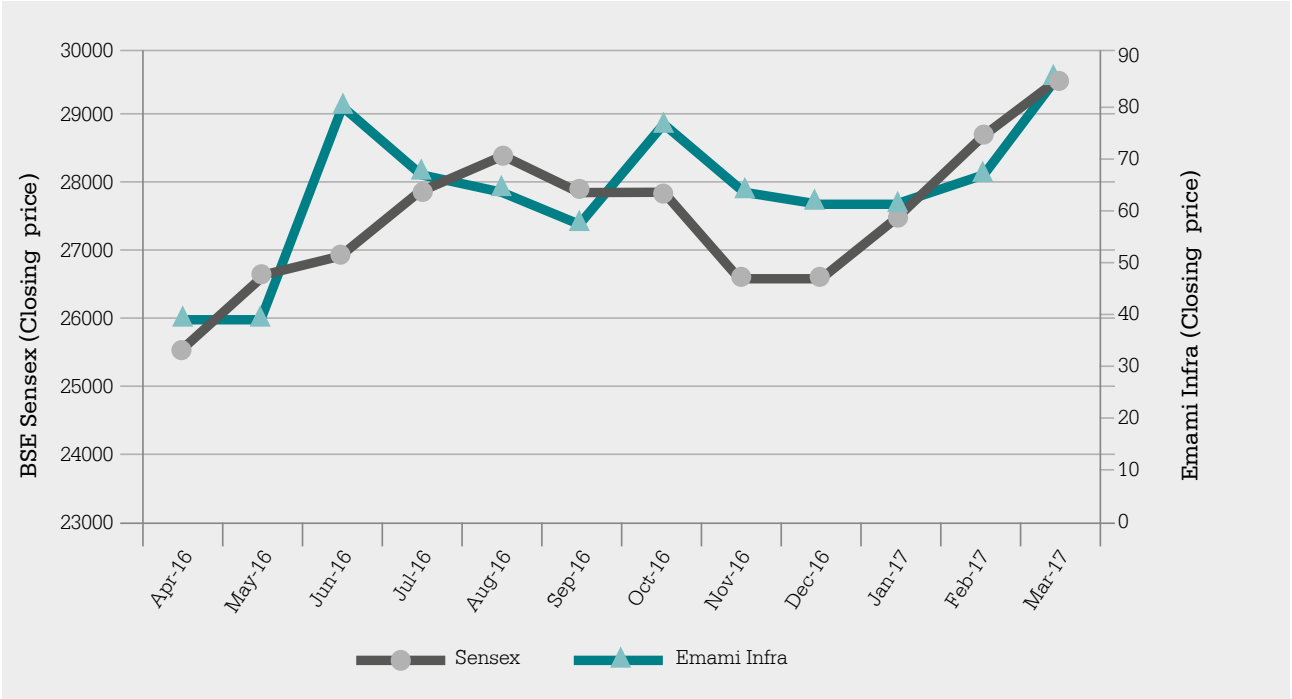
viii. Market Price Data

High, Low and Close during each month in the last financial year at BSE and NSE:

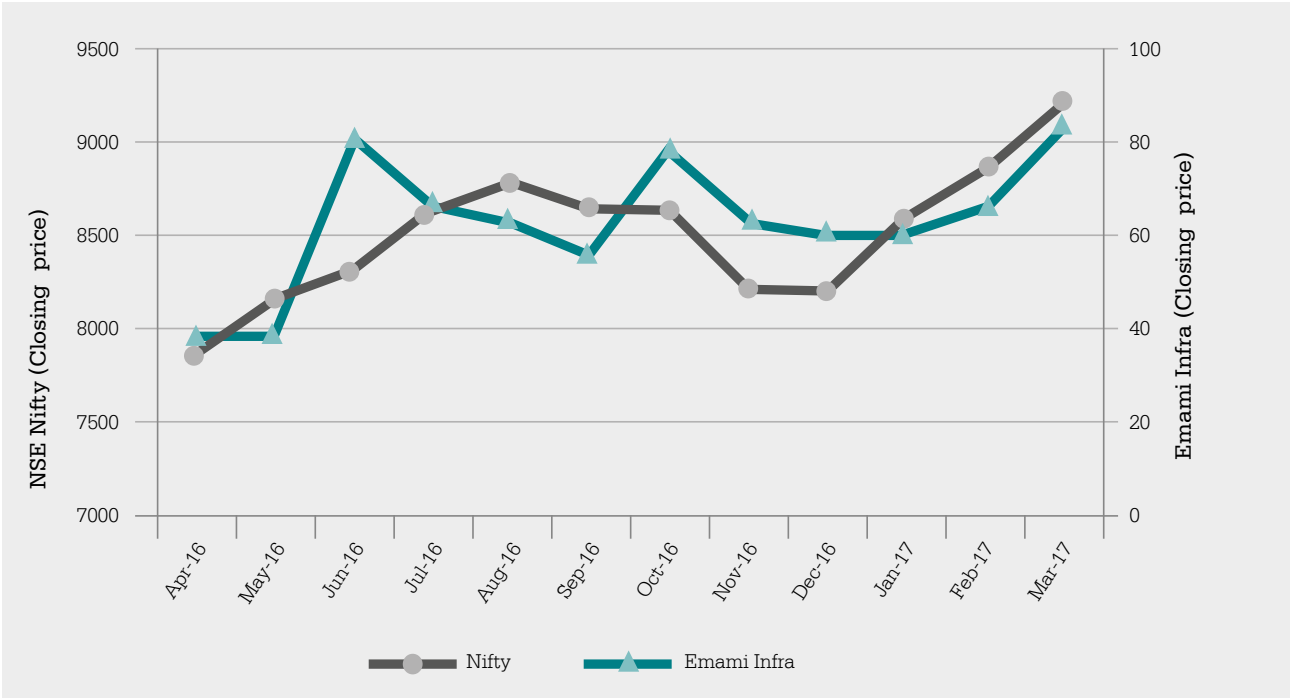
Month	BSE			NSE		
	High (₹)	Low (₹)	Close (₹)	High (₹)	Low (₹)	Close (₹)
Apr 2016	42.00	34.50	38.00	40.75	34.00	37.50
May 2016	44.95	36.65	38.20	45.00	36.25	38.50
Jun 2016	81.60	35.10	79.25	81.50	37.55	79.80
Jul 2016	90.40	66.50	67.65	90.40	67.00	67.60
Aug 2016	68.00	54.25	62.55	68.30	54.00	62.30
Sep 2016	66.45	56.20	57.30	66.15	55.50	57.05
Oct 2016	84.50	57.70	76.60	84.85	57.70	77.20
Nov 2016	81.10	51.05	62.45	81.90	47.70	62.55
Dec 2016	65.00	53.30	61.60	65.00	52.55	61.45
Jan 2017	66.30	59.95	60.85	66.40	54.90	60.85
Feb 2017	67.70	60.10	66.50	67.90	59.10	66.80
Mar 2017	84.60	60.00	84.60	84.30	61.20	84.30

[Source: This information is compiled from the date available from the websites of BSE and NSE]

ix. Performance in comparison to broad based indices:



NSE Nifty



x. **Registrar and Share Transfer Agent and Share Transfer System**

The Company's share transfers are handled by Maheshwari Datamatics Pvt. Ltd., Registrar and Transfer Agents (RTA).

Maheshwari Datamatics Pvt. Ltd.

23, R.N. Mukherjee Road, 5th Floor,
Kolkata - 700 001
Tel No.: 033 2243 5809 / 5029
Fax No.: 033 2248 4787
Email Id: mdpldc@yahoo.com

xi. **Share Transfer System**

The shares received in physical mode by the Company/RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. Confirmation in respect of the request for dematerialization of shares is sent to respective depositories – National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) within stipulated period.

xii. Distribution of Shareholding and shareholding pattern as on 31st March 2017

Distribution of Shareholding:

Shareholding	Shareholders		Shares	
	Number	% of Total	Number	% of Total
Upto 500	10,639	86.83	11,81,311	4.86
501 to 1000	703	5.74	5,91,334	2.43
1001 to 2000	389	3.18	6,14,368	2.53
2001 to 3000	138	1.13	3,61,678	1.49
3001 to 4000	63	0.51	2,27,834	0.94
4001 to 5000	81	0.66	3,89,124	1.60
5001 to 10000	117	0.96	8,86,931	3.65
10001 and above	122	0.99	2,00,45,812	82.50
Grand Total	**12,252**	**100**	**2,42,98,392**	**100**

Shareholding Pattern:

Sl. No.	Description	No. of shares	Percentage of capital
I.	**Promoter and Promoter group**	**1,41,07,511**	**58.06**
II.	**Public Shareholding**		
1.	Institutions		
	Financial Institutions/Banks	11,275	0.05
2.	Non-Institutions		
a.	Bodies Corporate	49,13,449	20.22
b.	Individuals	48,94,176	20.14
c.	NBFC registered with RBI	2,312	0.01
d.	Non Resident Individual	62,322	0.26
e.	Clearing Member	3,07,347	1.26
	Sub-total	**1,01,90,881**	**41.94**
	Total (I) +(II)	**2,42,98,392**	**100.00**

xiii Dematerialization of shares and liquidity:

As on 31st March 2017, 2,42,77,452 shares of the Company, aggregating to 99.91% of the paid up share capital of the Company was held in dematerialised form with the NSDL and CDSL.

xiv. Outstanding convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

xv. Commodity price risk or foreign exchange risk and hedging activities

Not applicable

xvi. Plant Locations

Not Applicable

xvii. Address for Correspondence

Corporate Office:
Akash Tower, 3rd Floor,
781, Anandapur E.M. Bypass,
Kolkata 700 107.
Tel No. 033 – 6625 1200

Registered Office:
Emami Tower, 2nd Floor,
687, Anandapur E.M. Bypass,
Kolkata 700 107.
Tel No. 033 – 6613 6264
E-mail: infra@emamirealty.com

Disclosures

1. **Related party transactions:**
   All contracts with our affiliates entered into during the year have no potential conflict of interests of the Company at large and are being carried out at an arm's length at fair market value.

   Details of such transactions as per requirement of Accounting Standard 18 are disclosed in Note No. 29 to the Financial Statements.

   The policy on dealing with related party transactions may be referred to, at the Company's website at the weblink: *www.emamirealty.com/emami.php*

2. **Details of non-compliance by the Company:**
   There has been no non-compliance and no strictures/ penalties have been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during the last three years.

3. **Whistle Blower Policy**
   The Company has formed a Whistle Blower Policy/ Vigil Mechanism as required under Section 177 of the Act, and Regulation 22 of the Listing Regulations. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The said policy may be referred to, at the Company's website at the weblink: *www.emamirealty.com/emami.php*

   None of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2017.

4. **Compliance with requirements of Corporate Governance pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:**
   The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations and has adopted the following discretionary requirements of Part E of Schedule II as mentioned in Regulation 27(1) of the Listing Regulations:

   i. Modified opinion(s) in audit report
      The Company is in the regime of financial statements with unmodified audit opinion.

   ii. Reporting of Internal Auditor
      The Internal Auditor directly reports to the Audit Committee

5. The Company has formed a policy on material subsidiary as required under Regulation 24 of the Listing Regulations. The said policy may be referred to, at the Company's website at weblink: *www.emamirealty.com/emami.php*

6. The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

Declaration Affirming Compliance with the Code of Conduct

(Regulation 34(3), read with Schedule V(D) of the SEBI Listing Regulations, 2015)

As required under Regulation 34(3) read with Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and read with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Girja Kumar Choudhary, Whole-time Director & CFO of Emami Infrastructure Limited, hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2016-17.

For Emami Infrastructutre Limited

Place: Kolkata
Date: 27th May, 2017

Girja Kumar Choudhary
Whole-time Director & CFO

CFO CERTIFICATION

To
Board of Directors
Emami Infrastructure Limited

1. I have reviewed the Financial Statements and the Cash Flow Statement of Emami Infrastructure Limited for the year ended 31st March, 2017 and that to the best of my knowledge and belief, I state that:
   (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and necessary steps have been taken to rectify these deficiencies.
4. I have indicated to the Auditors and Audit Committee:
   (a) Significant changes, if any, in internal control over the financial reporting during the year;
   (b) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

For Emami Infrastructutre Limited

Place: Kolkata
Date: 27th May, 2017

Girja Kumar Choudhary
Whole-time Director & CFO

CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED

UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
Board of Directors
Emami Infrastructure Limited

We have examined the compliance with the requirements of Corporate Governance by Emami Infrastructure Limited for the year ended on 31st March, 2017 as referred to in Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examinations was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

In our opinion and according to the information and explanations given to us, we certify that to the best of our knowledge, the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency nor effectiveness with which the management has conducted the affairs of the Company.

For **S. K. Agrawal & Company**
Firm Registration No. 306033E
Chartered Accountants

J.K. Choudhury
Partner
Membership No.009367

Place: Kolkata
Date: 27th May, 2017

Standalone Financial Statements

Independent Auditor's Report

To the Members of
EMAMI INFRASTRUCTURE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **EMAMI INFRASTRUCTURE LIMITED** ("the Company") which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Profit and its Cash Flow for the year ended on that date.

Other Matters

The standalone financial statement includes one of its LLP's net loss of ₹ 23.09 Lakhs for the year ended 31st March, 2017 whose financial statements have been audited by other auditor whose reports have been furnished to us by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters

specified in paragraphs 3 and 4 of the Order to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement - Refer Note 44(d) to the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There is no such sum which needs to be transferred, to the Investor Education and Protection Fund by the Company.

iv. The Company has provided requisite disclosures in the standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management.(Refer Note 39).

For **S.K. Agrawal & Co.**
Chartered Accountants
Firm Registration No - 306033E

J.K.Choudhury
(Partner)
Membership No: 009367

Place: Kolkata
Date: 27th May, 2017

Annexure A to the Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of **EMAMI INFRASTRUCTURE LIMITED** ("the Company") on the standalone financial statements for the year ended on 31st March 2017. We report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The inventories have been physically verified during the year by the management at regular intervals. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification.

(iii) The Company has granted unsecured loans to companies covered in the Register maintained under section 189 of the Companies Act, 2013 ("the Act"). In respect of such loans:

(a) In our opinion, the rate of interest and other terms and conditions on which loans have been granted to the company are not, prima facie, prejudicial to the interest of the Company.

(b) In case of the loans, the borrowers have been regular in the payment of the principal and interest as stipulated.

(c) There are no overdue amounts in respect of the loan granted to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act with respect to the loans, investments, guarantees and securities made.

(v) The Company has not accepted any deposits from the public.

(vi) As explained to us, the Company is not required to maintain cost records prescribed by the Central Government under sub-section (1) of section 148 of the Act.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales tax, Service Tax, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on which they became payable. During the year, the Company did not have any dues towards duty of excise and duty of custom.

(b) According to the information and explanations given to us, there are no material dues in respect of Sales Tax, Income Tax, Custom Duty, Service Tax and Cess except the following:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (₹ In Lakhs)	Financial Year to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	47.29	2009-10	I.T.A.T

(viii) In our opinion and according to the information and explanations given to us by the management, the Company has not defaulted in the repayment of dues to banks, financial institutions and debenture holders.

(ix) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were applied by the Company for the purposes for which the loans were obtained. The Company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) during the year.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given

to us, the Company has paid or provided for managerial remunerations in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act;

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order is not applicable to the Company.

(xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Act and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into any non-cash transactions with Directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **S.K. Agrawal & Co.**
Chartered Accountants
Firm Registration No - 306033E

J.K.Choudhury
(Partner)
Membership No: 009367

Place: Kolkata
Date: 27th May, 2017

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **EMAMI INFRASTRUCTURE LIMITED** ("the Company") to the extent records available with us in conjunction with our audit of the standalone financial statements of the Company as of and for the year ended 31st March, 2017.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and

evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the ICAI.

For **S.K. Agrawal & Co.**
Chartered Accountants
Firm Registration No - 306033E

J.K.Choudhury
(Partner)
Membership No: 009367

Place: Kolkata
Date: 27th May, 2017

Balance Sheet as at 31 March, 2017

(₹ in Lakhs)

	Note	As at 31st March, 2017		As at 31st March, 2016	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2	485.97		485.97	
Reserves and Surplus	3	2,121.32	2,607.29	576.01	1,061.98
Non - Current Liabilities					
Long - Term Borrowings	4	94,366.08		68,374.27	
Long - Term Provisions	5	148.09	94,514.17	152.99	68,527.26
Current Liabilities					
Short - Term Borrowings	6	24,967.67		20,417.88	
Trade Payables	7	1,886.12		2,257.60	
Other Current Liabilities	8	89,389.50		75,719.17	
Short - Term Provisions	9	10.48	1,16,253.77	11.82	98,406.47
TOTAL			**2,13,375.23**		**1,67,995.71**
ASSETS					
Non - Current Assets					
Property, Plant and Equipment	10(A)	82.98		113.50	
Intangible Assets	10(B)	27.52		15.28	
Intangible Assets under Development	10(C)	33.98		-	
Non - Current Investments	11	11,761.40		15,572.23	
Long - Term Loans and Advances	12	32,094.28		13,199.81	
Other Non - Current Assets	13	355.60	44,355.76	475.11	29,375.93
Current Assets					
Current Investments	14	389.66		419.67	
Inventories	15	82,133.02		61,378.28	
Trade Receivables	16	-		50.16	
Cash and Bank Balances	17	1,324.48		1,434.35	
Short - Term Loans and Advances	18	85,172.31	1,69,019.47	75,337.32	1,38,619.78
TOTAL			**2,13,375.23**		**1,67,995.71**
Summary of Significant Accounting Policies and Notes to Accounts	1 to 45				

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Karabi Sengupta
Director

Debasish Bhaumik
Director

Rajesh Bansal
Whole-time Director

Girja Kumar Choudhary
Whole-time Director & CFO

Payel Jain
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars	Note	2016-17	2015-16
Income			
Revenue from Operations	19	93.46	64.06
Other Income	20	11,741.95	9,306.75
Increase in Inventories	21	20,754.74	20,401.55
Total Revenue (I)		**32,590.15**	**29,772.36**
Expenses			
Employee Benefits Expense	22	1,545.26	1,523.08
Finance Costs	23	15,963.30	12,457.60
Project Expenses	24	12,890.65	16,027.75
Depreciation and Amortisation Expense	10	35.12	48.36
Other Expenses	25	267.31	539.15
Total Expenses (II)		**30,701.64**	**30,595.94**
Profit/(Loss) before tax (I-II)		**1,888.51**	**(823.58)**
Tax Expenses			
Current Tax		340.70	-
Income Tax paid for Earlier Years		2.50	3.45
Profit/(Loss) for the year		**1,545.31**	**(827.03)**
Earnings per Equity Share of face value of ₹2/- each			
Basic & Diluted	26	6.36	(3.40)
Summary of Significant Accounting Policies and Notes to Accounts	1 to 45		

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

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Whole-time Director

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Whole-time Director & CFO

Payel Jain
Company Secretary

Cash Flow Statement for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars	2016-17	2015-16
A. Cash Flow from Operating Activities		
Profit/(Loss) before tax	1,888.51	(823.58)
Add: Adjusted for		
Depreciation and Amortisation Expense	35.12	48.36
Finance Costs	15,963.30	12,457.60
Share of Loss in LLP	23.09	349.12
Loss on Sale of Current Investments	18.00	-
Dividend on Non-Current Investments	(14.00)	(14.00)
Profit on Sale of Fixed Assets	-	(0.06)
Reversal of Share of Loss in LLP in Earlier Year	(334.02)	-
Interest Income	(11,018.25)	(8,936.52)
Profit on sale of units of Mutual Funds	(14.14)	(13.54)
Operating Profit before Working Capital Changes	**6,547.61**	**3,067.38**
Adjusted for		
Long - Term Provisions	(4.90)	71.67
Trade Payables	(371.48)	444.19
Other Current Liabilities	6,655.78	12,348.40
Short - Term Provisions	(1.33)	(6.56)
Long - Term Loans and Advances	(18,894.47)	(2,548.03)
Other Non - Current Assets	119.51	(339.88)
Inventories	(20,754.74)	(20,401.56)
Trade Receivables	50.16	(50.16)
Short - Term Loans and Advances	(1,202.79)	(723.74)
Cash Generated from Operations	**(27,856.65)**	**(8,138.29)**
Less: Taxes Paid	343.20	3.45
Net Cash from Operating Activities (A)	**(28,199.85)**	**(8,141.74)**
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(50.81)	(103.82)
Proceeds from Sale of Fixed Assets	-	1.49
Purchase of units of Mutual Funds	(26,801.21)	(10,450.00)
Sale of units of Mutual Funds	26,815.35	10,463.54
Purchase of Long Term Investments	(496.77)	(1,922.74)
Redemption of Long Term Investments	4,307.60	-
Investment in Partnership Firm	-	44.00
Dividend on Non-Current Investments	14.00	14.00
Purchase of Short-Term Current Investments	-	486.64
Sale of Short-Term Current Investments	12.01	-
Loans Given	(27,706.98)	(54,883.91)
Loans Realised	24,162.09	36,265.00
Interest Received	5,930.92	5,385.94
Net Cash from Investing Activities (B)	**6,186.20**	**(14,699.86)**

Cash Flow Statement for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars	2016-17	2015-16
C. Cash Flow from Financing Activities		
Proceeds from Long-Term Borrowings	75,130.66	37,272.59
Repayment of Long-Term Borrowings	(69,279.63)	(12,538.02)
Proceeds from Short-Term Borrowings	50,602.74	18,787.00
Repayment of Short-Term Borrowings	(20,700.00)	(11,909.53)
Interest Paid	(13,849.99)	(8,084.81)
Net Cash from Financing Activities (C)	**21,903.78**	**23,527.23**
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	**(109.87)**	**685.63**
Cash and Cash Equivalents at the beginning of the year *	1,434.35	2.77
Add: Transferred from amalgamating Companies as at 1st April 2015	-	745.95
Cash and Cash Equivalents at the end of the year *	**1,324.48**	**1,434.35**
Supplementary information		
Restricted cash balance	1,231.92	1,070.52

* Represents Cash and Bank Balances as indicated in Note No 17

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

Abhijit Datta
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Director

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Rajesh Bansal
Whole-time Director

Girja Kumar Choudhary
Whole-time Director & CFO

Payel Jain
Company Secretary

Notes to Financial Statements

1. Significant Accounting Policies

I. Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied by the Company.

II. Use of Estimates

The preparation of financial statements, in conformity with the Generally Accepted Accounting Principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

III. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

IV. Property, Plant and Equipment

Fixed Assets are stated at cost less accumulated depreciation. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalized till the start of its intended use.

V. Intangible Assets

Intangible assets are recognized, only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

VI. Depreciation and Amortisation

Depreciation are provided on written down value method, at the rate determined with reference to the useful lives specified in the Schedule II of the Companies Act 2013.

Intangible Assets are amortized on straight-line method over a period of five years.

VII. Investments

Long term investments are stated at cost. Current investments are stated at cost or fair value whichever is lower. Diminution in value of long term investments other than temporary in nature is charged to Statement of Profit & Loss.

VIII. Inventories

Inventories are valued at cost or net realisable value whichever is lower except Construction Work-in-Progress which are valued at cost. Construction Work-in-Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses attributable to the projects undertaken by the Company.

IX. Provisions and Contingent Liabilities

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Provisions and Contingent Liabilities are revalued at each Balance sheet date.

X. Revenue Recognition

Revenues are recognised in accordance with the guiding principles of Accounting Standard - 9, as prescribed under Section 133 of the Companies Act 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules 2014.

Dividend income is recognised when the right to receive is established by the reporting date.

Notes to Financial Statements

1. Significant Accounting Policies (contd.)

XI. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of assets. All other borrowing costs are charged to revenue. A qualifying asset is one that takes substantial period of time to get ready for its intended use.

XII. Taxation

Income Tax expense comprises of current tax and deferred taxes. Income Tax Expense is accounted for in accordance with "AS-22 Accounting for Taxes on Income" which includes current tax and deferred taxes.

Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences for earlier years. Deferred tax assets arising from timing differences are recognised to the extent, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.

XIII. Employee Benefits

a) Short term employee benefits are recognised as expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

b) Post employment and other long term employee benefits are recognised as expense in the Statement of Profit and Loss for the year in which the employees have rendered services. The expenses are recognised at the present value of amounts payable determined using the actuarial valuation techniques at the end of each financial year. Actuarial gains or losses in respect of post employment and other long term benefits are charged to Statement of Profit & Loss.

XIV. Segment Reporting

Based on the guiding principles given in the Accounting Standard - 17 on "Segment Reporting", issued by the Institute of Chartered Accountants of India, the Company's primary business segment is Real Estate. Hence, the disclosure requirements of AS-17 in this regard is not applicable.

XV. Impairment of Assets

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard 28, notified in Section 133 of the Companies Act 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules 2014, for the purpose of arriving at impairment loss thereon being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

XVI. Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. Assets and liabilities related to foreign currency transactions, remaining unsettled at the year end, are translated at the year end exchange rates. Forward exchange contracts, remaining unsettled at the year end, backed by underlying assets or liabilities are also translated at year end exchange rates. The premium payable on foreign exchange contracts is amortised over the period of the contract. Exchange gains / losses are recognised in the Statement of Profit and Loss

XVII. Earning per share

Basic earnings per share are calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects for all dilutive potential equity shares.

XVIII. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise current account bank balance, cash in hand and bank deposit account balance.

Notes to Financial Statements

Note 2: Share Capital

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Authorized Shares		
3,52,50,000 Equity Shares of ₹2/- each	705.00	705.00
	705.00	**705.00**
Issued, subscribed & fully paid-up shares		
2,42,98,392 Equity Shares of ₹2/- each	485.97	485.97
	485.97	**485.97**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	(₹ in Lakhs)	No. of shares	(₹ in Lakhs)
At the beginning of the period	2,42,98,392	485.97	2,42,98,392	485.97
Issued during the period	-	-	-	-
Outstanding at the end of the period	2,42,98,392	485.97	2,42,98,392	485.97

b. Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the Company

Name of the Shareholders	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Diwakar Viniyog Private Limited	34,12,491	14.04%	34,12,491	14.04%
Suntrack Commerce Private Limited	29,84,237	12.28%	29,84,237	12.28%
Bhanu Vyapaar Private Limited	27,78,899	11.44%	27,78,899	11.44%
Raviraj Viniyog Private Limited (Formerly Emami Enclave Makers Private Limited)	14,11,000	5.81%	14,11,000	5.81%
Prabhakar Viniyog Private Limited (Formerly Emami High Rise Private Limited)	13,92,000	5.73%	13,92,000	5.73%
Suraj Viniyog Private Limited	12,94,491	5.33%	12,94,491	5.33%

Notes to Financial Statements

Note 3: Reserves & Surplus

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Capital Reserve		
At the beginning and at the end of the year	2,342.49	2,342.49
Surplus/ (deficit) in the Statement of Profit & Loss		
At the beginning of the year	(1,766.48)	1,281.31
Add: Transferred on amalgamation	-	(2,220.75)
Less: Expenses written off	-	(0.01)
Add: Surplus/(deficit) transferred from Statement of Profit & Loss	1,545.31	(827.03)
Net surplus/(deficit) in the Statement of Profit & Loss	**(221.17)**	**(1,766.48)**
Total Reserves and Surplus	**2,121.32**	**576.01**

Note 4: Long - Term Borrowings

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Secured		
Term Loans from Banks (Refer Note No. 30[A])	40,549.41	26,074.27
Term Loans from Non Banking Financial Companies (Refer Note No. 30[B])	3,866.67	5,000.00
	44,416.08	**31,074.27**
Unsecured		
Non Convertible Debentures (Refer Note No. 31[A])	28,500.00	30,000.00
Term Loans from Non Banking Financial Companies (Refer Note No. 31[B])	21,450.00	7,300.00
	49,950.00	**37,300.00**
	94,366.08	**68,374.27**

Note 5: Long - Term Provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits (Refer Note No. 28)		
Gratuity	101.98	73.90
Leave Encashment	46.11	79.09
	148.09	**152.99**

Notes to Financial Statements

Note 6: Short - Term Borrowings

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Secured		
Overdraft from Banks *	2,430.83	331.10
	2,430.83	**331.10**
Unsecured		
Non Convertible Debentures (Refer Note No. 32[A])	-	10,000.00
Term Loans from Non Banking Financial Companies (Refer Note No. 32[B])	-	10,000.00
Loans from Other Bodies Corporate **	22,536.84	86.78
	22,536.84	**20,086.78**
	24,967.67	**20,417.88**

* Secured by the securities as mentioned in Note No. 30[A](a) & 30[A](d) under the heading "Term Loan from Banks" as this facility is a sub-limit thereof.

** Repayable on demand

Note 7: Trade Payables

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Micro, Small and Medium Enterprises (Refer Note No. 43)	8.04	13.91
Others	1,878.08	2,243.69
	1,886.12	**2,257.60**

Note 8: Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Current Maturities of Long Term Debts (Refer Note No. 30[A], 30[B], 31[A] & 31[B])	35,202.33	28,573.33
Interest accrued but not due on borrowings	6,954.01	6,257.54
Advances from Related Parties (Refer Note No. 29)	717.08	371.17
Advances from Customers	44,025.47	39,437.83
Advances from Others	1,588.04	4.33
Unclaimed Fractional Share Sale Proceeds*	0.25	0.25
Fluctuating Capital Account with LLP	38.19	349.12
Liabilities for Expenses	8.20	7.27
Retention Money	314.45	344.03
Other Payables**	541.48	374.30
	89,389.50	**75,719.17**

* There is no amount due and outstanding to be credited to Investors Education and Protection Fund as at 31st March, 2017.

** Includes statutory dues and accrued employee benefits

Note 9: Short - Term Provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits (Refer Note No. 28)		
Gratuity	2.90	3.62
Leave Encashment	7.58	8.20
	10.48	**11.82**

Notes to Financial Statements

Note 10 (A): Property, Plant and Equipment (Current Year)

(₹ in Lakhs)

Particulars	Gross Block				Depreciation / Amortisation				Net Block	
	As on 01.04.2016	Additions	Deductions/ Adjustments	As on 31.03.2017	As on 01.04.2016	During the Year	Deductions/ Adjustments	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
Land	5.46	-	-	5.46	-	-	-	-	5.46	5.46
Plant & Machinery	0.70	-	-	0.70	0.45	0.05	-	0.50	0.20	0.25
Office Equipments	7.70	0.65	-	8.35	6.11	0.92	-	7.03	1.32	1.59
Electrical Accessories	49.72	0.38	-	50.10	34.60	4.68	-	39.28	10.83	15.12
Computer Peripheral	28.29	1.84	-	30.13	25.82	2.33	-	28.16	1.97	2.47
Furniture & Fittings	102.36	0.21	-	102.57	52.80	13.18	-	65.98	36.59	49.57
Motor Car	81.79	-	-	81.79	42.74	12.44	-	55.18	26.61	39.05
Total	**276.02**	**3.08**	**-**	**279.10**	**162.52**	**33.61**	**-**	**196.14**	**82.98**	**113.50**

Note 10 (B): Intangible Assets (Current Year)

(₹ in Lakhs)

Particulars	Gross Block				Amortisation				Net Block	
	As on 01.04.2016	Additions	Deductions/ Adjustments	As on 31.03.2017	As on 01.04.2016	During the Year	Deductions/ Adjustments	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
Software	35.65	13.75	-	49.40	20.37	1.51	-	21.88	27.52	15.28
Total	**35.65**	**13.75**	**-**	**49.40**	**20.37**	**1.51**	**-**	**21.88**	**27.52**	**15.28**

Note 10 (C): Intangible Assets under Development (Current Year)

(₹ in Lakhs)

Particulars	Gross Block				Amortisation				Net Block	
	As on 01.04.2016	Additions	Deductions/ Adjustments	As on 31.03.2017	As on 01.04.2016	During the Year	Deductions/ Adjustments	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
Software	-	33.98	-	33.98	-	-	-	-	33.98	-
Total	**-**	**33.98**	**-**	**33.98**	**-**	**-**	**-**	**-**	**33.98**	**-**

Notes to Financial Statements

Note 10 (A): Property, Plant and Equipment (Previous Year)

(₹ in Lakhs)

Particulars	Gross Block					Depreciation / Amortisation					Net Block	
	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	Additions	Deductions/ Adjustments	As on 31.03.2016	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	During the Year	Deductions/ Adjustments	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
Land	-	5.46	-	-	5.46	-	-	-	-	-	5.46	-
Plant & Machinery	-	0.70	-	-	0.70	-	0.39	0.06	-	0.45	0.25	-
Office Equipments	-	7.70	-	-	7.70	-	4.70	1.41	-	6.11	1.59	-
Electrical Accessories	-	49.72	-	-	49.72	-	27.88	6.72	-	34.60	15.12	-
Computer Peripheral	-	25.90	2.86	0.47	28.29	-	23.82	2.20	0.19	25.83	2.46	-
Furniture & Fittings	-	39.36	63.00	-	102.36	-	34.82	17.98	-	52.80	49.57	-
Motor Car	-	63.23	26.06	7.50	81.79	-	37.68	11.40	6.34	42.74	39.05	-
Total	-	192.07	91.92	7.97	276.02	-	129.29	39.77	6.53	162.53	113.50	-

Note 10 (B): Intangible Assets (Previous Year)

(₹ in Lakhs)

Particulars	Gross Block					Amortisation					Net Block	
	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	Additions	Deductions/ Adjustments	As on 31.03.2016	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	During the Year	Deductions/ Adjustments	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
Software	-	23.75	11.90	-	35.65	-	11.77	8.60	-	20.37	15.28	-
Total	-	23.75	11.90	-	35.65	-	11.77	8.60	-	20.37	15.28	-

Note 10 (C): Intangible Assets under Development (Previous Year)

(₹ in Lakhs)

Particulars	Gross Block					Amortisation					Net Block	
	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	Additions	Deductions/ Adjustments	As on 31.03.2016	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	During the Year	Deductions/ Adjustments	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
Software	-		-	-	-	-		-	-	-	-	-
Total	-		-	-	-	-		-	-	-	-	-

Notes to Financial Statements

Note 11: Non - Current Investments

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Long-Term Investment)		
A. Trade Investments		
i. Investment Property		
Flats (under Construction)	4,570.08	4,073.31
	4,570.08	**4,073.31**
ii. Investments in Equity Instruments		
In Associates		
Quoted fully paid up		
Zandu Realty Limited	6,012.91	6,012.91
2,86,329 Equity Shares of ₹100/- each		
Unquoted fully paid up		
Roseview Developers Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Prajay Urban Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Bengal Emami Housing Limited	6.00	6.00
60,000 Equity Shares of ₹10/- each		
Swanhousing & Infra Private Limited	69.00	69.00
6,90,000 Equity Shares of ₹10/- each		
	6,088.91	**6,088.91**
iii. Investments in Limited Liability Partnership (Refer Note No. 33)		
Unquoted		
Capital Contribution to:		
Lohitka Properties LLP	0.40	0.40
Supervalue Nirman LLP	0.01	0.01
	0.41	**0.41**
B. Other Investments		
i. Investments in Preference Shares - Unquoted fully paid up		
Emami Paper Mills Limited #	700.00	700.00
1,75,000 8% Cumulative Redeemable Non-convertible Preference Shares of ₹100/- each		
ii. Investments in Debentures - Unquoted fully paid up		
Vijaybhan Investments and Consultancy Private Limited^	-	4,307.60
Nil (4,30,760) 9% Redeemable Non Convertible Debentures of ₹1,000/- each		
iii. Investments in Bonds - Unquoted fully paid up		
Orbit Realty Infrastructure Limited $	402.00	402.00
4,00,000 Zero Coupon Optionally Fully Convertible Bond of ₹100/- each		
	1,102.00	**5,409.60**
	11,761.40	**15,572.23**
Aggregated amount of quoted investments	6,012.91	6,012.91
Market value of Quoted Investments*	3,696.51	3,890.35
Aggregated amount of unquoted investments	5,748.49	9,559.32

* The market value of quoted investments is lower than book value due to temporary stock market conditions and is not permanent in nature. Hence no provision thereof is required.

\# These Preference Shares are redeemable at a premium of ₹ 500/- per share on 27th March, 2025. However, the investee Company has an option to redeem these preference shares before the redemption period.

^ These Debentures have been redeemded in December, 2016 at par with mutual consent.

$ Zero Coupon Optionally Fully Convertible Bonds are redeemable at a rate to be decided by issuer on or after a period of 5 years from the date of allotment i.e. 5th March 2014. However, the investee Company has an option to redeem these Bonds before the redemption period.

Notes to Financial Statements

Note 12: Long - Term Loans and Advances

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)		
Security Deposits	31,497.08	12,602.61
Advances to Others	597.20	597.20
	32,094.28	13,199.81

Note 13: Other Non - Current Assets

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Bank deposits with maturity of more than 12 months*	355.60	464.11
Interest Receivable on Bank Deposits	-	11.00
	355.60	475.11

* Pledged with banks as security against term loan

Note 14: Current Investments

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Short-Term Investment)		
Non-Trade		
Paintings (Refer Note No. 35)	389.66	419.67
	389.66	419.67
Aggregated amount of unquoted investments	389.66	419.66

Note 15: Inventories

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
A. Trade Goods		
i. Equity Shares - Unquoted fully paid up		
In Subsidiaries		
Sneha Ashiana Private Limited	5.00	5.00
50,000 Equity Shares of ₹10/- each		
New Age Realty Private Limited	3.00	3.00
30,000 Equity Shares of ₹10/- each		
Delta PV Private Limited	1,178.62	1,178.62
2,47,511 Equity Shares of ₹10/- each		
(A)	1,186.62	1,186.62
ii. Debentures - Unquoted fully paid up		
Prajay Urban Private Limited	2,448.00	2,448.00
24,480 Optionally Convertible Debentures of ₹10,000/- each		
(B)	2,448.00	2,448.00
B. Work-in-Progress		
Land	960.42	960.42
Work-in-Progress	77,537.98	56,783.24
(C)	78,498.40	57,743.66
(A+B+C)	82,133.02	61,378.28

Notes to Financial Statements

Note 16: Trade Receivables

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)		
Due for less than six months	-	50.16
	-	50.16

Note 17: Cash and Bank Balances

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Cash and Cash Equivalents		
Balances with Banks	83.71	360.37
Cheques in hand	0.01	-
Cash in hand	18.33	3.46
Bank deposits with maturity of less than 3 months	285.81	309.72
Other Bank Balance		
Escrow Account/Fractional Share Sale Proceeds	0.25	0.25
Bank deposits with maturity of more than 3 months but less than 12 months	936.37	760.55
	1,324.48	1,434.35

Cash and Bank Balance as of 31st March 2017 and 31st March 2016 include restricted cash and bank balances of ₹1,231.92 Lakhs and ₹1,070.52 Lakhs respectively. The restrictions are primarily on account of bank deposits pledged with Banks as security against term loan, margin money deposits against guarantees and balances held in Unpaid Fractional Share Sale Proceeds Account.

Note 18: Short- Term Loans and Advances

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)		
Loans :		
Related Parties (Refer Note No. 29)	65,866.21	59,103.33
Others	10,230.90	8,045.24
Advances :		
Employees	11.40	3.71
Contractors/Suppliers	4,053.05	4,941.54
Purchase of Land	80.00	-
Related Parties (Refer Note No. 29)	757.41	241.79
Others	157.41	74.13
Advance Income Tax and Refunds Receivable (Net of Provisions)	848.49	1,146.64
Balances with Government Authorities		
Service Tax Credit Receivable	1,867.53	1,186.57
VAT Credit Receivable	7.02	6.95
Prepaid Expenses	1,059.64	37.85
Other Receivables	233.25	549.57
	85,172.31	75,337.32

Note 19: Revenue from Operations

(₹ in Lakhs)

Particulars	2016-17	2015-16
Operating Income		
Sale of Shares	-	12.00
(A)	-	12.00
Other Operating Income		
Nomination Charges	26.55	22.96
Cancellation Charges	51.60	29.27
Legal Fees Received	15.31	(0.17)
(B)	93.46	52.06
(A+B)	93.46	64.06

Notes to Financial Statements

Note 20: Other Income

(₹ in Lakhs)

Particulars		2016-17	2015-16
Interest Income from			
Subsidiaries		783.87	1,513.85
Associates		418.42	406.57
LLP		4,363.75	2,916.99
Other Bodies Corporate		5,095.74	3,693.58
Debentures		259.17	387.55
Fixed Deposits		110.14	78.90
Income Tax Refund		14.18	43.72
Others		148.38	56.34
	(A)	11,193.65	9,097.50
Dividend on Non-Current Investments		14.00	14.00
Profit on Sale of units of Mutual Funds		14.14	13.54
Profit on Sale of Fixed Assets		-	0.06
Service Charges Received		182.95	181.57
Reversal of Share of Loss in LLP in Previous Year (Refer Note No. 42)		334.02	-
Unpaid Liabilities and unclaimed balances written back		0.75	0.04
Miscellaneous Income		2.44	0.04
	(B)	548.30	209.25
	(A+B)	11,741.95	9,306.75

Note 21 : Increase/(decrease) in Inventories

(₹ in Lakhs)

Particulars	2016-17	2015-16
I. Opening Stock		
Land	960.42	960.42
Work-in-Progress	56,783.24	36,370.02
Shares	1,186.62	1,198.29
Debentures	2,448.00	2,448.00
	61,378.28	40,976.73
II. Closing Stock		
Land	960.42	960.42
Work-in-Progress	77,537.98	56,783.24
Shares	1,186.62	1,186.62
Debentures	2,448.00	2,448.00
	82,133.02	61,378.28
Net Increase in Inventories (II - I)	20,754.74	20,401.55

Note 22: Employee Benefits Expense

(₹ in Lakhs)

Particulars	2016-17	2015-16
Salaries, Gratuity & Allowances	1,487.14	1,477.38
Contribution to Provident and Other Funds	43.97	39.64
Staff Welfare Expenses	14.15	6.06
	1,545.26	1,523.08

Note 23: Finance Costs

(₹ in Lakhs)

Particulars	2016-17	2015-16
Interest Expenses	15,818.66	11,856.76
Less: Transferred to Investment Properties	496.77	423.13
	15,321.89	11,433.63
Add: Other Borrowing Costs	641.41	1,023.97
	15,963.30	12,457.60

Notes to Financial Statements

Note 24: Project Expenses

(₹ in Lakhs)

Particulars	2016-17	2015-16
Materials Consumed	1,955.88	2,481.65
Payments to Contractors	9,369.11	12,007.36
Consultants Fees	684.78	905.07
Project Promotion & Expenses	309.94	407.06
Insurance	0.44	(14.56)
Repair & Maintenance	45.39	16.72
Rates & Taxes	314.16	12.96
Travelling & Conveyance	78.74	87.30
Other Operating Expenses	132.21	124.19
	12,890.65	16,027.75

Note 25: Other Expenses

(₹ in Lakhs)

Particulars	2016-17	2015-16
Electricity Charges	0.31	7.20
Rent	33.93	25.32
Repairs & Maintenance	30.17	38.22
Rates & Taxes	2.70	0.96
Advertisement & Publicity	1.21	1.59
Custodial Fees	2.29	2.36
Listing Fees	4.44	3.24
Directors' Sitting Fees	4.68	3.20
Postage & Courier	3.68	7.09
Printing & Stationery	5.54	5.85
Royalty	13.44	12.20
Insurance	1.49	1.18
Travelling & Conveyance	21.70	27.34
Legal & Professional Fees	71.82	33.23
Share of Loss in LLP	23.09	349.12
Loss on Sale of Current Investments	18.00	-
Miscellaneous Expenses	16.75	10.41
Auditors' Remuneration (Refer Note No. 27)	12.07	10.64
	267.31	539.15

Note 26: Earnings per Share (EPS)

(₹ in Lakhs)

Particulars	2016-17	2015-16
Earnings per Share is calculated as follows:		
Profit/(loss) after tax attributable to Equity Shareholders	1,545.31	(827.03)
Weighted average number of equity shares	2,42,98,392	2,42,98,392
Nominal value of Equity Share	2	2
Basic and Diluted Earnings per Share	**6.36**	**(3.40)**

Note 27: Auditors' Remuneration

(₹ in Lakhs)

Particulars	2016-17	2015-16
Audit Fees	7.78	7.68
Tax Audit Fees	0.50	0.50
Limited Review	1.51	0.45
Other Matters	2.28	2.01
	12.07	10.64

Notes to Financial Statements

Note 28: As per Actuarial Valuations as on 31st March, 2017 and recognized in the financial statement in respect of Employee benefit schemes

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Unfunded	Unfunded	Unfunded	Unfunded
A. Components of Employer Expenses				
1. Current Service Cost	19.74	7.04	18.54	17.52
2. Interest Cost	6.84	5.29	4.84	5.35
3. Expected Return on plan assets	-	-	-	-
4. Actuarial (Gain)/Loss	8.74	(42.45)	10.89	25.84
5. Total Expenses recognized in the Statement of Profit and Loss	35.32	(30.12)	34.27	48.71
B. Net asset/(liability) recognized in balance sheet as at 31st March, 2017				
1. Present value of Defined Benefits Obligation	104.88	53.69	77.52	87.29
2. Fair Value of Plan Assets	-	-	-	-
3. Funded Status [Surplus/(deficit)]	(104.88)	(53.69)	(77.52)	(87.29)
4. Net asset/(liability) recognized in balance sheet	(104.88)	(53.69)	(77.52)	(87.29)
C. Change in Defined Benefit Obligation during the year ended 31st March, 2017				
1. Present value of DBO at beginning of period	77.52	87.29	43.25	46.00
2. Current Service Cost	19.74	7.04	18.54	17.52
3. Interest Cost	6.84	5.29	4.84	5.35
4. Actuarial (Gain)/Loss	8.74	(42.45)	10.89	25.84
5. Benefits Paid	(7.95)	(3.47)	-	(7.42)
6. Present value of DBO at the end of period	104.88	53.69	77.52	87.29
D. Change in Fair Value of Assets				
1. Plan assets at beginning of period	-	-	-	-
2. Expected Return on Plan assets	-	-	-	-
3. Actuarial Gains	-	-	-	-
4. Actual Company contributions	7.95	3.47	-	7.42
5. Benefits paid	(7.95)	(3.47)	-	(7.42)
6. Plan assets at the end of period	-	-	-	-
E. Actuarial Assumptions				
1. Discount Rate	7.50%	7.50%	8.00%	8.00%
2. Inflation Rate	6.00%	6.00%	6.00%	6.00%

Note 29: Related Party Transactions

i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

	Name of Related Party	Relationship
1.	Sneha Ashiana Private Limited	Subsidiary
2.	New Age Realty Private Limited	Subsidiary
3.	Delta PV Private Limited	Subsidiary
4.	Emami Constructions Private Limited (Ceased w.e.f. 30th March, 2016)	Subsidiary
5.	Roseview Developers Private Limited	Associate
6.	Bengal Emami Housing Limited	Associate
7.	Prajay Urban Private Limited	Associate
8.	Swanhousing & Infra Private Limited (w.e.f. 4th February, 2016)	Associate
9.	Zandu Realty Limited	Associate
10.	Lohitka Properties LLP	Limited Liability Partnership
11.	Supervalue Nirman LLP	Limited Liability Partnership

Notes to Financial Statements

ii)	**Key Management Personnel & Other Directors:**			
	a)	**Key Management Personnel:**		
	1.	Mr. Rajesh Bansal	Whole-time Director	
	2.	Mr. Girja Kumar Choudhary	Whole-time Director & CFO	
	3.	Mr. Sanjay Choudhary	Whole-time Director	
	4.	Dr. Kalyanasundaram Ramamurthy	Whole-time Director (w.e.f. 25th January, 2017)	
	5.	Ms. Payel Jain	Company Secretary	
	b)	**Other Directors:**		
	1.	Mr. Abhijit Datta	Non-Executive Chairman (Independent)	
	2.	Mr. Hari Mohan Marda	Independent Director	
	3.	Mr. Ram Gobind Ganeriwala	Independent Director	
	4.	Mrs. Karabi Sengupta	Independent Director	
	5.	Mr. Debasish Bhaumik	Independent Director	
	6.	Mr. Basant Kumar Parakh	Non-Executive Non-Independent Director	
iii)	**Relatives of Key Managerial Personnel:**			
	1.	Mr. Yasho Vardhan Bansal	Son of Mr. Rajesh Bansal	
	2.	Mrs. Roshan Choudhary	Wife of Mr. Sanjay Choudhary	
iv)	**Enterprises over which One Key Management Personnel has significant influence:**			
	1.	Dev Infracity Private Limited		
	2.	Raj Infraproperties Private Limited		
v)	**Enterprises wherein the Company's promoters have significant influence:**			
	1.	Add Albatross Properties Private Limited	25.	New Way Constructions Limited
	2.	AMRI Hospitals Limited	26.	Oriental Sales Agencies (India) Private Limited
	3.	Aviro Vyapaar Private Limited	27.	Paradise Agriculture Private Limited
	4.	Bhanu Vyapaar Private Limited	28.	Prime Constructions Private Limited
	5.	Creative Cultivation Private Limited	29.	Sanjeevani Vyapaar LLP
	6.	Diwakar Viniyog Private Limited	30.	Sneha Skyhigh Private Limited
	7.	Emami Agrotech Limited	31.	Suntrack Commerce Private Limited
	8.	Emami Beverages Limited	32.	Sneha Abasan Private Limited
	9.	Emami Buildcon Private Limited	33.	Sneha Enclave Private Limited
	10.	Emami Capital Markets Limited	34.	Sneha Gardens Private Limited
	11.	Emami Cement Limited	35.	Sneha Niketan Private Limited
	12.	Emami Constructions Private Limited (Ceased to be subsidiary w.e.f. 30th March, 2016)	36.	South City Projects (Kolkata) Limited
	13.	Emami Estates Private Limited	37.	Anamika Kala Samgam Trust
	14.	Emami Frankross Limited	38.	Auto Hitech Private Limited
	15.	Emami Home Private Limited	39.	Begonia Textiles Private Limited
	16.	Emami Limited	40.	Camellias Merchants Private Limited
	17.	Emami Paper Mills Limited	41.	Eveningstar Trades Private Limited
	18.	Emami Projects Private Limited	42.	Eveningstar Vinimay Private Limited
	19.	Emami Nirman Private Limited	43.	Fiddle Engineering Private Limited
	20.	Emami Vriddhi Commercial Private Limited	44.	Genil Commosale Private Limited
	21.	Fastgrow Crops Private Limited	45.	Polpit Vincom Private Limited
	22.	Jhansi Properties Private Limited	46.	Sureshine Vinimay Private Limited
	23.	Magnificent Vyapaar LLP	47.	Swans Home Private Limited
	24.	Midkot Trades Private Limited	48.	Touchwin Tradecom Private Limited

Notes to Financial Statements

vi) Transactions during the year with related parties

(₹ in Lakhs)

Nature of Transactions	Subsidiaries		Associates		Limited Liability Partnership		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which Key Management Personnel has significant influence		Enterprises wherein the Company's promoters have significant influence		Total	
	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16
Loans Taken	-	-	9,995.00	-	-	-	-	-	-	-	-	-	34,088.00	787.00	44,083.00	787.00
Loans Repaid	-	-	9,088.09	-	-	-	-	-	-	-	-	-	16,681.40	787.00	25,769.49	787.00
Interest Paid	-	-	13.73	-	-	-	-	-	-	-	-	-	361.45	4.42	375.18	4.42
Loan Given	3,306.78	5,916.25	1,224.00	649.00	6,779.44	3,780.40	-	-	-	-	-	-	13,937.86	37,698.04	25,248.07	48,043.69
Realisation of Loan Given	3,088.35	6,612.11	650.81	310.00	128.27	799.50	-	-	-	-	-	-	19,002.66	28,501.39	22,870.09	36,223.00
Interest Received	1,107.96	928.97	412.85	336.28	130.91	554.12	-	-	-	-	5.43	108.73	3,498.49	2,530.21	5,155.64	4,458.30
Advances Received	-	-	-	-	-	-	-	-	-	-	-	-	-	254.00	-	254.00
Repayment of Advances Received	-	-	-	-	-	-	-	-	-	-	-	-	-	254.00	-	254.00
Advances Given	-	-	-	18.79	-	-	-	-	-	-	229.05	53.89	308.76	71.88	537.81	144.56
Realisation of Advances Given	-	-	18.79	-	-	0.63	-	-	-	-	-	-	0.03	-	18.82	0.63
Security Deposit	2,990.00	2,500.00	-	-	-	-	-	-	-	-	2,550.00	-	2,550.72	24.73	8,090.72	2,524.73
Refund of Security Deposit	-	-	-	-	-	-	-	-	-	-	-	-	-	14.74	-	14.74
Deposit given u/s 160	-	3.00	-	-	-	-	-	-	-	-	-	-	-	-	-	3.00
Deposit refund u/s 160	-	3.00	-	-	-	-	-	-	-	-	-	-	-	-	-	3.00
Reimbursements	43.07	255.11	167.50	209.24	113.75	37.54	-	-	-	-	88.55	78.04	305.39	322.07	718.27	902.00
Sale of Investments	-	-	-	-	-	-	-	-	-	-	-	-	12.00	512.30	12.00	512.30
Purchase of Investments	-	400.00	-	-	-	0.40	-	-	-	-	-	-	-	88.66	-	489.06
Service Charges Received	-	-	207.00	180.00	-	-	-	-	-	-	-	-	3.39	1.57	210.39	181.57
Dividend Received	-	-	-	-	-	-	-	-	-	-	-	-	14.00	14.00	14.00	14.00
Reversal of Share of Loss in LLP in Previous Year	-	-	-	-	334.02	-	-	-	-	-	-	-	-	-	334.02	-
Rent	-	-	-	-	-	-	-	-	-	-	-	-	38.79	25.32	38.79	25.32
Repair & Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	47.08	34.72	47.08	34.72
Electricity Charges	-	-	-	-	-	-	-	-	-	-	-	-	0.35	7.20	0.35	7.20
Royalty	-	-	-	-	-	-	-	-	-	-	-	-	15.38	12.20	15.38	12.20
Corporation Tax	-	-	-	-	-	-	-	-	-	-	-	-	-	0.69	-	0.69
Professional Fees	-	-	-	-	-	-	-	-	21.65	21.49	-	-	-	2.23	21.65	23.72
Commission Paid	-	-	-	-	-	-	-	-	-	-	1.29	-	309.07	237.75	310.35	237.75

vi) Transactions during the year with related parties (contd.)

(₹ in Lakhs)

Nature of Transactions	Subsidiaries		Associates		Limited Liability Partnership		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which Key Management Personnel has significant influence		Enterprises wherein the Company's promoters have significant influence		Total	
	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16
Share of Loss in LLP	-	-	-	-	23.09	349.12	-	-	-	-	-	-	-	-	23.09	349.12
Remunerations Paid	-	-	-	-	-	-	459.19	391.46	2.58	-	-	-	-	-	461.77	391.46
Sitting Fees	-	-	-	-	-	-	4.66	3.20	-	-	-	-	-	-	4.66	3.20
General Expenses	-	-	-	-	-	-	-	-	-	-	-	-	0.13	-	0.13	-
Staff Welfare	-	-	-	-	-	-	-	-	-	-	-	-	0.01	-	0.01	-
Purchase of AC	0.19	-	-	-	-	-	-	-	-	-	-	-	-	-	0.19	-
Motor Car Expenses	-	-	-	-	-	-	-	-	-	-	-	-	0.91	1.25	0.91	1.25
Corporate Guarantee Given	-	-	-	-	-	4,700.00	-	-	-	-	-	-	-	-	-	4,700.00
Corporate Guarantee taken	4,000.00	-	-	-	-	-	-	-	-	-	7,338.00	9,000.00	1,21,374.00	87,800.00	1,32,712.00	96,800.00
Balance as on 31st March, 2017																
Loans Given	3,110.81	2,892.39	3,341.29	2,768.10	27,892.66	21,241.49	-	-	-	-	-	-	19,420.26	24,485.06	53,765.02	51,387.04
Interest Receivable	443.79	767.88	404.68	400.33	7,106.07	2,873.24	-	-	-	-	-	5.04	4,146.64	3,669.79	12,101.19	7,716.28
Loans Taken	-	-	906.91	-	-	-	-	-	-	-	-	-	17,406.60	-	18,313.51	-
Interest Payable	-	-	123.59	-	-	-	-	-	-	-	-	-	1,283.87	-	1,407.47	-
Advances Given	-	-	-	18.79	-	-	-	-	-	-	381.51	152.46	375.90	70.54	757.41	241.79
Advances Taken	-	-	12.50	12.50	-	-	-	-	-	-	-	-	704.58	358.67	717.08	371.17
Fluctuating Capital Account with a LLP (Credit Balance)	-	-	-	-	38.19	349.12	-	-	-	-	-	-	-	-	38.19	349.12
Security Deposit	5,490.00	2,500.00	-	-	-	-	-	-	-	-	2,550.00	-	12,575.45	10,024.73	20,615.45	12,524.73
Investments	-	-	6,088.91	6,088.91	0.41	0.41	-	-	-	-	-	-	700.00	700.00	6,789.32	6,789.32
Inventories	1,186.62	1,186.62	2,448.00	2,448.00	-	-	-	-	-	-	-	-	-	-	3,634.62	3,634.62
Receivable	-	-	-	50.16	-	-	-	-	-	-	-	-	-	-	-	50.16
Payable	-	-	-	-	-	-	-	-	-	-	1.22	-	297.93	245.54	299.15	245.54
Corporate Guarantee given	-	-	-	-	3,290.00	4,700.00	-	-	-	-	-	-	-	-	3,290.00	4,700.00
Corporate Guarantee taken	4,000.00	-	-	-	-	-	-	-	-	-	7,338.00	9,000.00	1,50,250.00	1,69,268.00	1,61,588.00	1,78,268.00

Notes to Financial Statements

Note 30: Details of terms of repayment and nature of securities provided in respect of secured long-term borrowings are as under:

A. Term Loans from Bank

(₹ in Lakhs)

	Bank	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
a.	RBL Bank Limited	First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature", as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including the land owning companies and Fixed deposits of ₹300 Lakhs kept in lien with Bank.	Term Loan of ₹8,500 Lakhs is repayable in 12 structured quarterly installments commencing from December, 2017, out of this, 4 installments of ₹212.50 Lakhs each, 2 installments of ₹425 Lakhs each, 2 installments of ₹850 Lakhs each and 4 installments of ₹1,275 Lakhs each.	11.00%	7,500.00	-
b.	RBL Bank Limited	Subservient charge by way of hypothecation over receivables of Company's Project "Emami City" and "Emami Tejomaya" coupled with corporate guarantee and pledge of equity shares held by two related parties	Term Loan of ₹16,500 Lakhs is repayable in 10 structured quarterly installments commencing from December, 2017, out of this, 5 installments of ₹825 Lakhs each, 1 installment of ₹1,650 Lakhs each, 3 installments of ₹2,475 Lakhs each and 1 installment of ₹3,300 Lakhs each.	10.60%	16,500.00	-
c.	RBL Bank Limited	First charge on immovable property owned by Sneha Ashiana Private Limited (wholly-owned subsidiary) at Coimbatore, Tamil Nadu, under the name of Project "Emami Aerocity" as well as hypothecation over its inventory and receivables thereof. Further, the loan is secured by the Corporate Guarantee of a related party and the land owning company.	Term Loan of ₹4,000 Lakhs is repayable in 4 quarterly installments of 1,000 Lakhs each commencing from July, 2017	10.75%	4,000.00	-
d.	ICICI Bank Limited	First charge on immovable property owned by Add Albatross Properties Private Limited at 34 Egattur Village, Chengalpet Taluk, Tamil Nadu under the name of Project "Emami Tejomaya" and its receivables thereof. Further, the loan is secured by the corporate guarantee of Add Albatross Properties Private Limited and Oriental Sales Agencies (India) Private Limited and Fixed deposits of ₹275 Lakhs kept in lien with Bank.	Term Loan of ₹12,500 Lakhs is repayable in 30 monthly installments of ₹417 Lakhs each commencing from April, 2017.	12.25%	8,876.34	6,984.12
e.	ICICI Bank Limited	First charge on immovable property owned by Oriental Sales Agencies (India) Private Limited at 2 Jessore Road, Kolkata - 700028 under the name of Project "Emami City" and its receivables thereof as well as additional security of a land parcel owned by a related party together with the corporate guarantee by the said related party to the extent of the value of above mortgaged land. Further, the loan is secured by the corporate guarantee of Oriental Sales Agencies (India) Private Limited as well as Fixed deposits of ₹580 Lakhs kept in lien with Bank.	Term Loan of ₹12,500 Lakhs is repayable in 24 monthly installments of ₹520 Lakhs each commenced from March, 2016; ₹9,000 Lakhs is repayable in 24 monthly installments of ₹375 Lakhs each commencing from April, 2018; ₹10,000 Lakhs is repayable in 24 monthly installments of ₹417 Lakhs each commencing from April, 2018.	12.00% 11.45% 10.75%	14,672.07 2,600.00 2,220.00	20,830.15
f.	RBL Bank Limited	First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature", as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including land owning companies and Fixed deposits of ₹300 Lakhs kept in lien with Bank.	Refunded in May, 2016	10.65%	-	4,500.00
					56,368.41	32,314.27
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				15,819.00	6,240.00
			Total		40,549.41	26,074.27

(B) Term Loans from Non Banking Financial Companies

(₹ in Lakhs)

	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	L&T Fincorp Limited	Equitable Mortgage of Land at Jhansi owned by the Company alongwith certain related parties coupled with Corporate Guarantee of a related party.	Term Loan of ₹9,000 Lakhs is repayable in 10 equal quarterly installments of ₹900 Lakhs each, commencing from October, 2017.	10.60%	4,000.00	-
		Equitable Mortgage of Land at Jhansi owned by the Company alongwith certain related parties coupled with Personal Guarantee of a related party.	Term Loan of ₹6,000 Lakhs is repayable in 12 equal quarterly installments of ₹500 Lakhs each commenced from October, 2015.	12.15%	3,000.00	5,000.00
			Term Loan of ₹4,000 Lakhs is repayable in 12 equal quarterly installments of ₹333 Lakhs each commenced from October, 2015.	12.15%	2,000.00	3,333.33
					9,000.00	8,333.33
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				5,133.33	3,333.33
			Total		3,866.67	5,000.00

Note 31: Details of terms of repayment and nature of securities provided in respect of unsecured long-term borrowings are as under:

(A) Redeemable Non Convertible Debentures

(₹ in Lakhs)

	Non Convertible Debentures	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i	1,150 Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Principal amount plus Redemption Premium such that the yield to maturity is @ 10.25% p.a. payable on redemption i.e. July, 2018 for Series A Debentures (900 Debentures) and June, 2018 for Series B Debentures (250 Debentures).	Zero	11,500.00	-
ii.	1,000 Non Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Principal amount plus Redemption Premium @ 11.15% p.a. compounded annually payable on redemption i.e. April, 2018.	Zero	10,000.00	10,000.00
iii.	100 Non-Convertible Debentures of ₹1,00,00,000/- each	First pari- passu charge by mortgage of Project Land at Mulund, Mumbai owned by Lohitka Properties LLP along with fixed and current assets thereof and first pari passu charge on Interest Service Reserve Account represented by Fixed deposits of ₹344.00/- Lakhs kept in lien. Further, the loan is secured by Personal Guarantee of a related party.	Repayable in 10 quarterly installments of ₹1,000 Lakhs each commencing from October, 2017	13.65%	10,000.00	10,000.00
iv.	100 Non Convertible Debentures of ₹1,00,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Principal amount plus Redemption Premium such that the yield to maturity is @ 11.60% p.a. payable on redemption i.e. August 2017.	Zero	10,000.00	10,000.00
v.	1,000 Non Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed in September, 2016 by payment of principal amount plus Redemption Premium @ 11.10% p.a. compounded annually	Zero	-	10,000.00
					41,500.00	40,000.00
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				13,000.00	10,000.00
			Total		28,500.00	30,000.00

Notes to Financial Statements

(B) Term Loans from Non Banking Financial Companies

(₹ in Lakhs)

	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	Kotak Mahindra Prime Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	Repayable in March 2022	9.50%	2,500.00	-
ii.	Kotak Mahindra Investments Limited	Corporate Guarantee of a related party	Term Loan of ₹1,000 Lakhs is repayable in 2 tranches of ₹500 Lakhs each, in August, 2018 and August, 2019.	10.10%	1,000.00	-
iii.	Axis Finance Limited	First charge by way of equitable mortgage of Land at Indore, Madhya Pradesh owned by a related party coupled with Corporate Guarantee of the land owning company and a related party	Term Loan of ₹10,000 Lakhs is repayable in 12 equal quarterly Installments of ₹833 Lakhs commencing from June, 2018.	9.35%	6,200.00	-
iv.	Kotak Mahindra Prime Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	Term Loan of ₹3,000 Lakhs is repayable in 2 tranches of ₹1,500 Lakss each, in August, 2018 and August, 2019.	10.10%	3,000.00	-
v.	Housing Development Finance Corporation Limited	First charge by way of equitable mortgage of land at Buda, Jhansi, Uttar Pradesh owned by five related parties coupled with Corporate Guarantee of a related party	Term Loan of ₹10,000 Lakhs is repayable in 8 equal quarterly Installments of ₹1,250 Lakhs each, commencing from March, 2018.	10.70%	10,000.00	-
vi.	Kotak Mahindra Prime Limited	Pledge of equity shares by a related party	Repaid in May, 2016	10.75%	-	7,300.00
vii.	Tata Capital Finance Services Limited	Pledge of equity shares by a related party	Repaid in July, 2016	10.25%	-	5,000.00
			Repaid in September, 2016	10.25%	-	4,000.00
					22,700.00	16,300.00
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				1,250.00	9,000.00
			Total		21,450.00	7,300.00

Note 32: Details of terms of repayment and securities provided in respect of unsecured short-term borrowings are as under:

(A) Redeemable Non Convertible Debentures

(₹ in Lakhs)

	Mutual Fund/ Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	1000 Non Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed on July, 2016 upon payment of principal amount plus Redemption Premium @ 10.60% p.a. compounded annually	Zero	-	10,000.00
			Total		-	10,000.00

(B) Term Loans from Non Banking Financial Companies

(₹ in Lakhs)

	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	Bajaj Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	Repaid in June, 2016	10.15%	-	2,000.00
ii.	STCI Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	Repaid in August, 2016	10.15%	-	4,000.00
iii.	Axis Finance Limited	Mortgage over Jhansi Land owned by certain related parties.	Repaid in September, 2016	12.00%	-	4,000.00
			Total		-	10,000.00

Notes to Financial Statements

Note 33: Investment in Limited Liability Partnership

Name	Profit Sharing Ratio
i. Lohitka Properties LLP	10%
ii. Supervalue Nirman LLP	1%

Note 34: Current Non-Trade Investments purchased and sold during the year

Particulars	2016-17		2015-16	
	Purchased	Sold	Purchased	Sold
	Nos. of Units.	Nos. of Units.	Nos. of Units.	Nos. of Units.
Birla Sun Life Cash Plus - Growth Direct Plan	3,27,777.236	3,27,777.236	41,87,572.228	41,87,572.228
Birla Sun Life Cash Plus - Growth Regular Plan	-	-	2,33,932.727	2,33,932.727
Kotak Floater Short Term - Direct Plan - Growth	10,17,833.061	10,17,833.061	-	-

Note 35: Current Non-Trade Investments purchased and sold during the year

(₹ in Lakhs)

Particulars	2016-17	2015-16
Painting		
Opening Balance	419.66	906.30
Add: Purchase	-	88.66
Less: Sale	30.00	512.30
Less: Transferred to Fixed Assets	-	63.00
Closing Balance	**389.66**	**419.66**

Note 36: The Company has entered into Joint Development Agreements for development of Projects at Chennai, Coimbatore and Kolkata.

Note 37: The Company has initiated criminal proceedings against Karthikeya Ancillaries Private Limited (the landlord) & its directors with whom the Company has entered into Area Assignment Agreement for purchase of 28,750 sqft area in the proposed Shopping Mall at Coimbatore. The book value of total investment in the project as on 31st March, 2017 is ₹962.43 Lakhs (P.Y. ₹962.43 Lakhs). The said landlord has served Termination Notice. The Company has taken requisite legal steps including challenging the termination and filing of cases before the various courts. In terms of order of injunction passed by the learned Principal District Munsif, Coimbatore, the subject property is presently in possession of the Company. Pursuant to the order of the Hon'ble Madras High Court, Justice P K Balasubramanyan, Retired Judge of the Supreme Court of India, appointed as Sole Arbitrator has completed the hearings and cross examination of witnesses of parties. The written arguments have been filed before the Hon'ble Arbitral Tribunal by the parties. Hon'ble Arbitrator has reserved his award. The Company has been legally advised that the result of such proceedings are expected to be in its favour.

Note 38: The Company operates in a single business segment i.e. Real Estate Development. Therefore, segment reporting as per AS - 17 is not applicable.

Note 39: Disclosure in respect of Specified Bank Notes

(₹ in Lakhs)

Particulars	Specified Bank Notes (SBNs)*	Other Denomination Notes	Total
Closing cash in hand as on 8th Novemeber, 2016	2.51	20.39	22.90
Add: Receipts for permitted transactions	-	7.36	7.36
Add : Receipts for non-permitted transactions	-	-	-
Less : Paid for permitted transactions	-	6.03	6.03
Less : Paid for non-permitted transactions	-	-	-
Less: Deposited in bank accounts	2.51	-	2.51
Closing cash in hand as on 30th December, 2016	-	21.72	21.72

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs numbers S.O. 3407(E), dated 8th Novemeber, 2016.

Notes to Financial Statements

Note 40: Deferred Tax

The Company has not recognised the Deferred Tax Assets as mentioned herein under as a matter of abundant caution as recommended under Accounting Standard (AS - 22) issued by The Institute of Chartered Accountants of India.

(₹ in Lakhs)

Particulars	2016-17	2015-16
Timing Difference with respect to Depreciation	26.92	52.15
Current year Loss	-	445.64
Earlier year loss	-	434.40
Provision for Gratuity	104.88	77.52
Provision for Leave Encashment	53.69	87.29
Total	185.49	1,097.00
Deferred Tax Assets	64.20	379.65

Note 41: Expenditure in Foreign Currency (On Payment Basis)

(₹ in Lakhs)

Particulars	2016-17	2015-16
Employee Training Expenses	33.86	28.96
Design Consultancy Services	-	67.58
Others	-	9.57
Total	33.86	106.11

Note 42: Based on the receipt of Audited Accounts of a LLP in which the Company is a partner, the difference of ₹334.02 Lakhs between the loss as per provisional accounts and as per audited accounts for the year ended 31st March, 2016 has been reversed during the year.

Note 43: There were no dues outstanding for more than 45 days to any Micro, Small and Medium Enterprises Creditor. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such communication has been received from the respective parties by the Company. This has been relied upon by the Auditors.

Note 44: Contingent Liabilities not provided for in respect of:

a. Corporate Guarantee given to Axis Finance Limited for Lohitka Properties LLP ₹3,290 Lakhs (P.Y. ₹4,700 Lakhs)
b. Commitments: Major Contract commitment outstanding for Land purchase: ₹410 Lakhs (P. Y. Nil).
c. Bank Guarantees given to Sales Tax Authorities ₹5.00 Lakhs (P.Y. ₹38.20 Lakhs)
d. Disputed Income Tax demands ₹187.29 Lakhs (P.Y. ₹187.29 Lakhs)

Note 45: Previous year's figures have been rearranged or regrouped wherever necessary.

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Karabi Sengupta
Director

Debasish Bhaumik
Director

Rajesh Bansal
Whole-time Director

Girja Kumar Choudhary
Whole-time Director & CFO

Payel Jain
Company Secretary

Consolidated Financial Statements

Independent Auditor's Report on Consolidated Financial Statements

To the Members of
EMAMI INFRASTRUCTURE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **EMAMI INFRASTRUCTURE LIMITED** ("the Holding Company") and its subsidiaries and associates (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31st March, 2017, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to Other Matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matter

The consolidated financial statements also included the Group's share of net loss of ₹20,375/- for the year ended 31st March, 2017, but the same has not been considered as the book value of investment in associate is NIL, in respect of the associate, whose financial statements has been audited by other auditor whose reports have been furnished to us by the Management

and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of other auditor.

The consolidated financial statements include one of its LLP's net loss of ₹23.09 Lakhs for the year ended 31st March, 2017 whose financial statements have been audited by other auditor whose reports have been furnished to us by the Management

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

   (c) The Consolidated balance sheet, the Consolidated statement of profit and loss, and the Consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its associate company, none of the Directors of the Group companies and its associates is disqualified as on 31st March, 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**"; and

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated Financial position of the Group - Refer to Note 49(d) to the Consolidated Financial Statements;

      ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There is no such sum which needs to be transferred to the Investor Education and Protection Fund by the Group; and

      iv. In the consolidated financial statements, holdings as well as dealings in Specified bank Notes during the period from 8th November, 2016 to 30th December 2016, by the Holding Company and its subsidiary companies have been requisitely disclosed, on the basis of information available with the Company. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of account maintained by the Holding Company and its subsidiary companies and associate companies and as produced to us by the management and report of other auditors. (Refer Note 42)

For **S.K. Agrawal & Co.**
Chartered Accountants
Firm Registration No-306033E

J.K.Choudhury
(Partner)
Membership No: 009367

Place: Kolkata
Date: 27th May, 2017

Annexure A to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31st March 2017, we have audited the internal financial controls over financial reporting of **EMAMI INFRASTRUCTURE LIMITED** ("the Holding Company") its subsidiary companies, and it's associate companies as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company its subsidiary companies and it's associate companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the associate company in terms of their report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one associate Company is based on the corresponding report of auditors of such Company.

For **S.K. Agrawal & Co.**
Chartered Accountants
Firm Registration No-306033E

J.K.Choudhury
(Partner)
Membership No: 009367

Place: Kolkata
Date: 27th May, 2017

Consolidated Balance Sheet as at 31st March, 2017

(₹ in Lakhs)

	Note	As at 31st March, 2017		As at 31st March, 2016	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2	485.97		485.97	
Reserves and Surplus	3	2,289.53	2,775.50	946.29	1,432.26
Minority Interest			7.91		7.92
Non - Current Liabilities					
Long - Term Borrowings	4	96,566.08		68,374.27	
Long - Term Provisions	5	148.09	96,714.17	152.99	68,527.26
Current Liabilities					
Short - Term Borrowings	6	25,118.57		22,566.75	
Trade Payables	7	1,886.12		2,257.60	
Other Current Liabilities	8	89,425.79		75,871.72	
Short - Term Provisions	9	10.48	1,16,440.96	11.81	1,00,707.88
TOTAL			2,15,938.54		1,70,675.32
ASSETS					
Non - Current Assets					
Property, Plant and Equipment	10(A)	82.98		113.50	
Intangible Assets	10(B)	27.52		15.28	
Intangible Assets under Development	10(C)	33.98		-	
Goodwill on Consolidation	11	1,165.19		1,165.19	
Non - Current Investments	12	13,426.87		17,050.97	
Long - Term Loans and Advances	13	27,055.58		11,150.86	
Other Non - Current Assets	14	355.60	42,147.72	475.11	29,970.91
Current Assets					
Current Investments	15	389.66		419.66	
Inventories	16	90,415.34		67,001.71	
Trade Receivables	17	-		50.16	
Cash and Bank Balances	18	1,333.20		1,408.19	
Short - Term Loans and Advances	19	81,652.62	1,73,790.82	71,824.69	1,40,704.41
TOTAL			2,15,938.54		1,70,675.32
Summary of Significant Accounting Policies and Notes to Accounts	1 to 50				

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Karabi Sengupta
Director

Debasish Bhaumik
Director

Rajesh Bansal
Whole-time Director

Girja Kumar Choudhary
Whole-time Director & CFO

Payel Jain
Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars	Note	2016-17	2015-16
INCOME			
Revenue from Operations	20	93.46	24,180.77
Other Income	21	10,958.26	8,582.30
Increase / (Decrease) in Inventories	22	23,413.63	9.10
Total Revenue (I)		**34,465.35**	**32,772.18**
Expenses			
Purchases	23	1,993.21	772.12
Employee Benefits Expense	24	1,545.26	1,769.70
Finance Costs	25	16,195.10	13,668.81
Project Expenses	26	12,929.03	16,619.67
Depreciation and Amortisation Expense	10	35.12	63.65
Other Expenses	27	267.96	548.57
Total Expenses (II)		**32,965.68**	**33,442.52**
Profit/(Loss) Before Tax (I-II)		**1,499.67**	**(670.35)**
Tax Expenses			
Current Tax		340.70	-
Income Tax paid for Earlier Years (Net)		2.50	4.42
Profit/(Loss) after Tax but before Minority Interest		**1,156.47**	**(674.77)**
Less: Share of Profit/(Loss) transferred to Minority Interest		(0.02)	0.01
Profit/(Loss) before Share from Associates		**1,156.49**	**(674.78)**
Add: Share of Profit from Associates		186.74	250.80
Profit/(Loss) for the year		**1,343.23**	**(423.98)**
Earnings per Equity Share of face value of ₹2/- each			
Basic & Diluted	28	5.53	(1.74)
Summary of Significant Accounting Policies and Notes to Accounts	1 to 50		

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Karabi Sengupta
Director

Debasish Bhaumik
Director

Rajesh Bansal
Whole-time Director

Girja Kumar Choudhary
Whole-time Director & CFO

Payel Jain
Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars	2016-17	2015-16
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	1,499.67	(670.35)
Add: Adjusted for		
Depreciation and Amortisation Expense	35.12	63.65
Finance Costs	16,195.10	13,668.81
Share of (Profit)/Loss in LLP	23.09	349.12
Loss on Sale of Current Investments	18.00	-
Dividend on Non-Current Investments	(14.00)	(14.00)
(Profit)/Loss on Sale of Fixed Assets	-	(0.06)
Reverse of Share of Loss in LLP in Earlier Years	(334.02)	-
Interest Income	(10,137.07)	(8,134.81)
Profit on Sale of units of Mutual Funds	(14.14)	(13.54)
Operating Profit before Working Capital Changes	**7,271.75**	**5,248.82**
Adjusted for:		
Long - Term Provisions	(4.90)	57.69
Trade Payables	(371.48)	(567.79)
Other Current Liabilities	13,865.01	14,875.35
Short - Term Provisions	(1.33)	(1,496.96)
Long - Term Loans and Advances	(15,904.72)	1,827.80
Inventories	(23,413.63)	4,029.62
Trade Receivables	50.16	(50.16)
Short - Term Loans and Advances	(773.71)	(270.31)
Cash Generated from Operations	**(19,282.85)**	**23,654.07**
Less: Taxes Paid	343.20	4.42
Net Cash from Operating Activities (A)	**(19,626.05)**	**23,649.65**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(50.81)	(103.81)
Proceeds from Sale of Fixed Assets	-	39.20
Purchase of units of Mutual Funds	(26,801.21)	(10,450.00)
Sale of units of Mutual Funds	26,815.35	10,463.54
Purchase of Long Term Investment	3,810.83	(1,517.37)
Investment in LLP	-	(0.40)
Investment in Partnership Firm	-	41.00
Sale of Current Investments	12.00	486.64
Dividend on Non-Current Investments	14.00	14.00
Loans Given	(34,375.41)	(61,415.31)
Loans Realised	25,321.20	33,468.58
Investment in Fixed Deposits	119.51	(333.11)
Interest Received	10,137.07	8,134.81
Net Cash from Investing Activities (B)	**5,002.53**	**(21,172.23)**

Consolidated Cash Flow Statement for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars	2016-17	2015-16
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long-Term Borrowings	28,191.81	(4,026.29)
Proceeds from Short-Term Borrowings	2,551.82	15,614.10
Interest Paid	(16,195.10)	(13,668.81)
Net Cash from Financing Activities (C)	**14,548.53**	**(2,081.00)**
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**(74.99)**	**396.41**
Cash and Cash Equivalents at the beginning of the year *	1,408.20	1,011.78
Cash and Cash Equivalents at the end of the year *	**1,333.20**	**1,408.20**
Supplementary information		
Restricted cash balance	1,233.86	1,073.18

* Represents Cash and Bank Balances as indicated in Note No 18

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Karabi Sengupta
Director

Debasish Bhaumik
Director

Rajesh Bansal
Whole-time Director

Girja Kumar Choudhary
Whole-time Director & CFO

Payel Jain
Company Secretary

Notes to Consolidated Financial Statements

1. Significant Accounting Policies on Consolidated Accounts

I. Principles of Consolidation

The Consolidated Financial Statements relate to **EMAMI INFRASTRUCTURE LIMITED** ("the Company"), its Subsidiary Companies and Associate Companies (referred to as "the group") (Refer Note 1(xix) (a & b)). The Subsidiary and Associate Companies have been consolidated as per Accounting Standards on Accounting for Consolidated Financial Statements (AS 21) and Accounting for Investments in Associates in Consolidated Financial Statements (AS 23) respectively notified in Companies (Accounting Standards) Rules 2013. The Consolidated Financial Statements have been prepared on the following basis:

a. The Consolidated financial statements have been combined on line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating all significant intra-group transactions / balances and resulting unrealised profits or losses.

b. Investments in Associate Companies have been accounted as per Accounting Standard (AS) 23 "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Companies (Accounting Standards) Rules, 2006.

c. The difference between the cost of investment in the Subsidiaries over its proportionate share in the net assets value at the time of acquisition of stake in subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.

d. Goodwill arising out of consolidation is not being amortized.

e. Minority interest in the net assets of consolidated subsidiaries consists of:

   (a) the amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and

   (b) the minority share of movements in equity since the date the parent subsidiary relationship came into existence.

f. The difference between the cost of investment in the Associates and the Company's share of net assets at the time of acquisition of share in the Associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

g. As far as possible the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's Financial Statements.

h. The Financial Statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Company.

II. Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a new accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

III. Use of Estimates

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

IV. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Notes to Consolidated Financial Statements

V. **Property, Plant and Equipment**

Fixed Assets are stated at cost less accumulated depreciation. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalized till the start of its intended use.

VI. **Intangible Assets**

Intangible assets are recognized, only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprises and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

VII. **Depreciation and Amortisation**

Depreciation are provided on written down value basis, at the rate determined with reference to the useful lives specified in the Schedule II of the Companies Act 2013.

Intangible Assets are amortized on straight-line method over a period of five years.

VIII. **Investments**

Long term investments are stated at cost. Current investments are stated at cost or fair value whichever is lower. Diminution in value of long term investments other than temporary in nature is charged to Statement of Profit & Loss.

IX. **Inventories**

Inventories are valued at cost or net realisable value whichever is lower except Construction Work-in-Progress which are valued at cost. Construction Work-in-Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Company.

X. **Provisions and Contingent Liabilities**

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Provisions and Contingent Liabilities are revalued at each Balance Sheet date.

XI. **Revenue Recognition**

Revenues are recognised in accordance with the guiding principles of Accounting Standard - 9, as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules 2014.

Dividend income is recognised when the right to receive is established by the reporting date.

XII. **Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of assets. All other borrowing costs are charged to revenue. A qualifying asset is one that takes substantial period of time to get ready for its intended use.

XIII. **Employee Benefits**

a) Short term employee benefits are recognised as expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

b) Post employment and other long term employee benefits are recognised as expense in the Statement of Profit and Loss for the year in which the employees have rendered services. The expenses are recognised at the present value of amounts payable determined using the actuarial valuation techniques at the end of each financial year. Actuarial gains or losses in respect of post employment and other long term benefits are charged to Statement of Profit & Loss.

XIV. **Taxation**

Income Tax expense comprises of current tax and deferred taxes. Income Tax Expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" which includes current tax and deferred taxes. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences for earlier years. Deferred tax assets arising from timing differences are recognised to the extent, there

Notes to Consolidated Financial Statements

is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.

XV. Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. Assets and liabilities related to foreign currency transactions, remaining unsettled at the year end, are translated at the year end exchange rates. Forward exchange contracts, remaining unsettled at the year end, backed by underlying assets or liabilities are also translated at year end exchange rates. The premium payable on foreign exchange contracts is amortised over the period of the contract. Exchange gains/losses are recognised in the Statement of Profit and Loss.

XVI. Impairment of Assets

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard 28, notified in Section 133 of the Companies Act 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, for the purpose of arriving at impairment loss thereon being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

XVII. Segment Reporting

Based on the guiding principles given in the Accounting Standard - 17 on "Segment Reporting", issued by the Institute of Chartered Accountants of India, the Company's primary business segment is Real Estate. Hence, the disclosure requirements of AS-17 in this regard is not applicable.

XVIII. Earning per share

Basic earnings per share are calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects for all dilutive potential equity shares.

XIX. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise current account bank balance, cash in hand and bank deposit account balance.

XX. List of Subsidiaries and Associates which alongwith Emami Infrastructure Limited, the parent, constitute the Group, considered in the Consolidated financial statements are as under:

a) Subsidiaries	Country of Incorporation	Extent of Holding
Sneha Ashiana Private Limited	India	100.00%
New Age Realty Private Limited	India	60.00%
Delta PV Private Limited	India	55.00%

b) Associates	Country of Incorporation	Extent of Holding
Roseview Developers Private Limited *	India	50.00%
Prajay Urban Private Limited *	India	50.00%
Bengal Emami Housing Limited	India	30.00%
Swanhousing & Infra Private Limited (w.e.f. 4th February, 2016)	India	33.66%
Zandu Realty Limited	India	35.51%

* The carrying amount of the investment has been reported as Nil, as the Group's share of losses exceeds the cost/ carrying value.

Notes to Consolidated Financial Statements

Note 2: Share Capital

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Authorized Shares		
3,52,50,000 Equity Shares of ₹2/- each	705.00	705.00
	705.00	**705.00**
Issued, subscribed & fully paid-up shares		
2,42,98,392 Equity Shares of ₹2/- each	485.97	485.97
	485.97	**485.97**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	(₹ in Lakhs)	No. of shares	(₹ in Lakhs)
At the beginning of the period	2,42,98,392	485.97	2,42,98,392	485.97
Issued during the period	-	-	-	-
Outstanding at the end of the period	**2,42,98,392**	**485.97**	**2,42,98,392**	**485.97**

b. Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the Company

Name of Shareholders	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Diwakar Viniyog Private Limited	34,12,491	14.04%	34,12,491	14.04%
Suntrack Commerce Private Limited	29,84,237	12.28%	29,84,237	12.28%
Bhanu Vyapaar Private Limited	27,78,899	11.44%	27,78,899	11.44%
Raviraj Viniyog Private Limited (Formerly Emami Enclave Makers Private Limited)	14,11,000	5.81%	14,11,000	5.81%
Prabhakar Viniyog Private Limited (Formerly Emami High Rise Private Limited)	13,92,000	5.73%	13,92,000	5.73%
Suraj Viniyog Private Limited	12,94,491	5.33%	12,94,491	5.33%

Notes to Consolidated Financial Statements

Note 3: Reserves & Surplus

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Capital Reserve		
At the beginning and at the end of the year	2,342.49	2,342.49
Surplus/ (deficit) in the Statement of Profit & Loss		
At the beginning of the year	(1,396.19)	1,724.71
Less: Adjustment of loss arising on consolidation of investments sold to a subsidiary in an earlier year	-	2,931.36
Less: Goodwill arising on Consolidation adjusted	-	234.43
Add: Surplus/(deficit) transferred from Statement of Profit & Loss	1,343.23	(423.98)
Net surplus/ (deficit) in the Statement of Profit & Loss	**(52.96)**	**(1,396.20)**
Total Reserves and Surplus	**2,289.53**	**946.29**

Note 4: Long - Term Borrowings

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Secured		
Term Loans from Bank (Refer Note No. 32[A])	40,549.41	26,074.27
Term Loans from Non Banking Financial Companies (Refer Note No. 32[B])	3,866.67	5,000.00
(A)	**44,416.08**	**31,074.27**
Unsecured		
Non Convertible Debentures (Refer Note No. 33[A])	28,500.00	30,000.00
Term Loans from Non Banking Financial Companies (Refer Note No. 33[B])	23,650.00	7,300.00
(B)	**52,150.00**	**37,300.00**
(A+B)	**96,566.08**	**68,374.27**

Note 5: Long - Term Provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits (Refer Note No. 30)		
Gratuity	101.98	73.90
Leave Encashment	46.11	79.09
	148.09	**152.99**

Notes to Consolidated Financial Statements

Note 6: Short - Term Borrowings

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Secured		
Overdraft Facility from Banks *	2,430.83	331.10
	2,430.83	**331.10**
Unsecured		
Non Convertible Debentures (Refer Note No. 34[A])	-	12,000.00
Term Loans from Non Banking Financial Companies (Refer Note No. 34[B])	-	10,000.00
Loans from Other Bodies Corporates **	22,687.74	235.65
	22,687.74	**22,235.65**
	25,118.57	**22,566.75**

* Secured by the securities as mentioned in Note No. 32[A](a) & 32[A](d) under the heading "Term Loan from Banks" as this facility is a sub-limit thereof.

** Repayable on demand

Note 7: Trade Payables

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Micro, Small and Medium Enterprises (Refer Note No. 47)	8.04	13.91
Others	1,878.08	2,243.69
	1,886.12	**2,257.60**

Note 8: Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Current Maturities of Long Term Debts (Refer Note No. 32[A], 32[B], 33[A] & 33[B])	35,202.33	28,573.33
Interest accrued but not due on borrowings	6,954.01	6,376.24
Advances from Related Parties (Refer Note No. 31)	717.08	371.17
Unclaimed Fractional Share Sale Proceeds #	0.25	0.25
Advances from Customers	44,025.47	39,437.83
Advances from Others	1,588.04	4.33
Fluctuating Capital Account with LLP	38.19	349.12
Liabilities for Expenses	16.89	24.03
Retention Money	314.63	344.21
Other Payables		
Employee Benefits	4.43	15.63
Taxes & Others	564.47	375.58
	89,425.79	**75,871.72**

There is no amount due and outstanding to be credited to Investors Education and Protection Fund as at 31st March, 2017

Note 9: Short - Term Provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits (Refer Note No. 30)		
Gratuity	2.90	3.61
Leave Encashment	7.58	8.20
	10.48	**11.81**

Notes to Consolidated Financial Statements

Note 10 (A): Property, Plant and Equipment (Current Year)

(₹ in Lakhs)

Particulars	Gross Block				Depreciation / Amortisation				Net Block	
	As on 01.04.2016	Additions	Deductions/ Adjustments	As on 31.03.2017	As on 01.04.2016	During the Year	Deductions/ Adjustments	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
Land	5.46	-	-	5.46	-	-	-	-	5.46	5.46
Plant & Machinery	0.70	-	-	0.70	0.45	0.05	-	0.50	0.20	0.24
Office Equipments	7.70	0.65	-	8.35	6.11	0.92	-	7.03	1.32	1.59
Electrical Accessories	49.72	0.38	-	50.10	34.60	4.68	-	39.28	10.83	15.12
Computer Peripheral	28.29	1.84	-	30.13	25.82	2.33	-	28.15	1.97	2.47
Furniture & Fittings	102.36	0.21	-	102.57	52.80	13.18	-	65.98	36.59	49.57
Motor Car	81.79	-	-	81.79	42.74	12.44	-	55.18	26.61	39.05
Total	**276.02**	**3.08**	**-**	**279.10**	**162.52**	**33.61**	**-**	**196.13**	**82.98**	**113.50**

Note 10 (B): Intangible Assets (Current Year)

(₹ in Lakhs)

Particulars	Gross Block				Amortisation				Net Block	
	As on 01.04.2016	Additions	Deductions/ Adjustments	As on 31.03.2017	As on 01.04.2016	During the Year	Deductions/ Adjustments	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
Software	35.65	13.75	-	49.40	20.37	1.51	-	21.88	27.52	15.28
Total	**35.65**	**13.75**	**-**	**49.40**	**20.37**	**1.51**	**-**	**21.88**	**27.52**	**15.28**

Note 10 (C): Intangible Assets under Development (Current Year)

(₹ in Lakhs)

Particulars	Gross Block				Amortisation				Net Block	
	As on 01.04.2016	Additions	Deductions/ Adjustments	As on 31.03.2017	As on 01.04.2016	During the Year	Deductions/ Adjustments	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
Software	-	33.98	-	33.98	-	-	-	-	33.98	-
Total	**-**	**33.98**	**-**	**33.98**	**-**	**-**	**-**	**-**	**33.98**	**-**

Note 10 (A): Property, Plant and Equipment (Previous Year)

(₹ in Lakhs)

Particulars	Gross Block					Depreciation / Amortisation					Net Block	
	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	Additions	Deductions/ Adjustments	As on 31.03.2016	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	During the Year	Deductions/ Adjustments	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
Land	-	5.46	-	-	5.46	-	-	-	-	-	5.46	-
Plant & Machinery	-	0.70	-	-	0.70	-	0.39	0.06	-	0.45	0.25	-
Office Equipments	-	7.70	-	-	7.70	-	4.70	1.41	-	6.11	1.59	-
Electrical Accessories	-	49.72	-	-	49.72	-	27.88	6.72	-	34.60	15.12	-
Computer Peripheral	-	25.90	2.86	0.47	28.29	-	23.82	2.20	0.19	25.83	2.46	-
Furniture & Fittings	-	39.36	63.00	-	102.36	-	34.82	17.98	-	52.80	49.57	-
Motor Car	-	63.23	26.06	7.50	81.79	-	37.68	11.40	6.34	42.74	39.05	-
Total	**-**	**192.07**	**91.92**	**7.97**	**276.02**	**-**	**129.29**	**39.77**	**6.53**	**162.53**	**113.50**	**-**

Note 10 (B): Intangible Assets (Previous Year)

(₹ in Lakhs)

Particulars	Gross Block					Amortisation					Net Block	
	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	Additions	Deductions/ Adjustments	As on 31.03.2016	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	During the Year	Deductions/ Adjustments	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
Software	-	23.75	11.90	-	35.65	-	11.77	8.60	-	20.37	15.28	-
Total	**-**	**23.75**	**11.90**	**-**	**35.65**	**-**	**11.77**	**8.60**	**-**	**20.37**	**15.28**	**-**

Note 10 (C): Intangible Assets under Development (Previous Year)

(₹ in Lakhs)

Particulars	Gross Block					Amortisation					Net Block	
	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	Additions	Deductions/ Adjustments	As on 31.03.2016	As on 01.04.2015	Transferred on amalgamation as on 01.04.2015	During the Year	Deductions/ Adjustments	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
Software	-		-	-	-	-		-	-	-	-	-
Total	**-**		**-**	**-**	**-**	**-**		**-**	**-**	**-**	**-**	**-**

Notes to Consolidated Financial Statements

Note 11: Goodwill on Consolidation

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Opening Balance	1,165.19	932.72
Less: Adjusted on Sale of Subsidiary	-	1.95
Add: Adjusted on amalgamation	-	234.43
	1,165.19	**1,165.19**

Note 12: Non - Current Investments

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Long-Term Investment)		
A. Trade Investments		
i. Investment Property		
Flats (under Construction)	4,570.08	4,073.31
(A)	**4,570.08**	**4,073.31**
ii. Investments in Equity Instruments		
In Associates		
a. Quoted fully paid up		
Zandu Realty Limited	6,012.91	8,944.27
2,86,329 Equity Shares of ₹100/- each		
Less: Adjusted on amalgamation	-	2,931.36
Add: Share of Profit upto 31st March, 2017	1,666.12	1,482.40
	7,679.03	**7,495.31**
b. Unquoted fully paid up		
Roseview Developers Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Add: Share of Loss upto 31st March, 2017	(0.50)	(0.50)
	-	-
Prajay Urban Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Add: Share of Loss upto 31st March, 2017	(0.50)	(0.50)
	-	-
Bengal Emami Housing Limited	6.00	6.00
60,000 Equity Shares of ₹10/- each		
Add: Share of Loss upto 31st March, 2017	(1.89)	(3.59)
	4.11	2.41
Swanhousing & Infra Private Limited	69.00	69.00
6,90,000 Equity Shares of ₹10/- each		
Add: Share of Profit upto 31st March, 2017	2.25	0.93
	71.25	69.93
	7,754.39	**7,567.65**

Notes to Consolidated Financial Statements

Note 12: Non - Current Investments (contd.)

(₹ in Lakhs)

Particulars		As at 31st March, 2017	As at 31st March, 2016
iii. Investments in Preference Shares - Unquoted fully paid up			
Emami Paper Mills Limited*		700.00	700.00
1,75,000 8%Cumulative Redeemable Non-convertible Preference Shares of ₹100/- each			
iv. Investments in Debentures - Unquoted fully paid up			
Vijaybhan Investments and Consultancy Private Limited^		-	4,307.60
Nil (4,30,760) 9% Redeemable Non Convertible Debentures of ₹1,000/- each			
v. Investments in Bonds - Unquoted fully paid up			
Orbit Realty Infrastructure Limited#		402.00	402.00
4,00,000 Zero percent Optionally Convertible Bond of ₹100/- each			
vi. Investments in Limited Liability Partnership (Refer Note No. 35)			
Capital Contribution to:			
Lohitka Properties LLP		0.40	0.40
Supervalue Nirman LLP		0.01	0.01
	(B)	8,856.80	12,977.66
Total Non-Current Investments	(A+B)	13,426.88	17,050.97
Aggregated amount of quoted investments		7,679.03	7,495.31
Market value of quoted investments ##		3,696.51	3,890.35
Aggregated amount of unquoted investments		5,747.85	9,555.66

* These Preference Shares are redeemable at a premium of ₹500/- per share on 27th March, 2025. However, the investee Company has an option to redeem these preference shares before the redemption period.

^ These Debentures have been redeemded in December, 2016 at par with mutual consent.

Zero Percent Optionally Fully Convertible Bonds are redeemable at a rate to be decided by issuer on or after a period of 5 years from the date of allotment i.e., 5th March, 2014. However, the investee Company has an option to redeem these Bonds before the redemption period.

The market value of quoted investments is lower than book value due to temporary stock market conditions and is not permanent in nature. Hence no provision thereof is required.

Note 13: Long - Term Loans and Advances

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)		
Security Deposits	26,408.38	10,503.66
Advances to Others	647.20	647.20
	27,055.58	11,150.86

Note 14: Other Non - Current Assets

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Bank deposits with maturity of more than 12 months*	355.60	464.11
Interest Receivable from Fixed Deposits	-	11.00
	355.60	475.11

* Pledged with a bank as security against term loan

Notes to Consolidated Financial Statements

Note 15: Current Investments

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Short-Term)		
Non-Trade Investments		
Paintings (Refer Note No. 37)	389.66	419.66
	389.66	419.66
Aggregated amount of unquoted investments	389.66	419.66

Note 16: Inventories

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
A. Work-in-Progress		
Land	7,142.76	5,149.56
Work-in-Progress	80,824.58	59,404.15
(A)	87,967.34	64,553.71
B. Trade Goods		
Debentures - Unquoted fully paid up		
Prajay Urban Private Limited		
24,480 Optionally Convertible Debentures of ₹10,000/- each	2,448.00	2,448.00
(B)	2,448.00	2,448.00
(A+B)	90,415.34	67,001.71

Note 17: Trade Receivables

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)		
Due for less than six months	-	50.16
	-	50.16

Note 18: Cash and Bank Balances

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Cash and Cash Equivalents		
Balances with Banks	90.49	327.85
Cash in hand	18.33	7.16
Cheques in hand	0.01	-
Bank deposits with maturity of less than 3 months	285.81	312.38
Other Bank Balance	-	-
Escrow Account/Fractional Share Sale Proceeds	0.25	0.25
Bank deposits with maturity of more than 3 months but less than 12 months	938.31	760.55
	1,333.20	1,408.19

Cash and Bank Balance as of 31st March, 2017 and 31st March, 2016 include restricted cash and bank balances of ₹1,233.86 Lakhs and ₹1,073.18 Lakhs respectively. The restrictions are primarily on account of bank deposits pledged with Banks as security against term loan, margin money deposits against guarantees and balances held in Unpaid Fractional Share Sale Proceeds Account.

Notes to Consolidated Financial Statements

Note 19: Short- Term Loans and Advances

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
(Unsecured, considered good)		
Loans :		
Related Parties (Refer Note No. 31)	62,311.61	55,443.06
Others	10,230.90	8,045.24
Advances :	-	-
Employees	11.40	3.71
Contractors/Suppliers	4,053.05	4,941.54
Purchase of Land	80.00	-
Related Parties (Refer Note No. 31)	757.41	241.79
Others	157.53	74.13
Advance Income Tax and Refunds Receivable (Net of Provisions)	848.74	1,146.89
Balances with Government Authorities		
Service Tax Credit Receivable	1,883.00	1,194.81
VAT Credit Receivable	7.02	6.95
Prepaid Expenses	1,078.71	37.85
Other Receivables	233.25	688.72
	81,652.62	71,824.69

Note 20: Revenue from Operations

(₹ in Lakhs)

Particulars		2016-17	2015-16
Operating Income			
Sale of Flats		-	22,134.43
Profit on Sale of Subsidiary		-	0.33
Adjustment arising on desubsidiarisation		-	1,992.85
	(A)	-	24,127.61
Other Operating Income			
Nomination Charges		26.54	23.06
Cancellation Charges		51.61	30.27
Legal Fees Received		15.31	(0.17)
	(B)	93.46	53.16
	(A+B)	93.46	24,180.77

Note 21: Other Income

(₹ in Lakhs)

Particulars		2016-17	2015-16
Interest Income from			
Associates		418.42	406.57
LLP		4,363.75	2,916.99
Other Bodies Corporate		5,095.74	4,423.69
Debentures		259.16	387.55
Fixed Deposits		110.32	85.22
Income Tax Refund		14.19	44.22
Others		148.38	88.19
	(A)	10,409.96	8,352.44
Dividend on Non-Current Investments		14.00	14.00
Profit on Sale of units of Mutual Funds		14.14	13.54
Profit on Sale of Fixed Assets		-	0.06
Service Charges Received		182.95	181.57
Reversal of Share of Loss in LLP in Previous Year (Refer Note No. 46)		334.02	-
Unpaid Liabilities and unclaimed balances written back		0.75	0.04
Miscellaneous Income		2.44	20.65
	(B)	548.30	229.86
	(A+B)	10,958.26	8,582.30

Notes to Consolidated Financial Statements

Note 22 : Increase in Inventories

(₹ in Lakhs)

Particulars	2016-17	2015-16
I. Opening Stock		
Land	5,149.56	6,711.45
Work-in-Progress	59,404.15	61,871.88
Debentures	2,448.00	2,448.00
	67,001.71	71,031.33
Less: Work-in-Progress transferred on sale of a subsidiary	-	4,038.72
	67,001.71	**66,992.61**
II. Closing Stock		
Land	7,142.76	5,149.56
Work-in-Progress	80,824.58	59,404.15
Debentures	2,448.00	2,448.00
	90,415.34	**67,001.71**
Increase in Inventories (Net) (II - I)	**23,413.63**	**9.10**

Note 23: Purchases

(₹ in Lakhs)

Particulars	2016-17	2015-16
Purchase of Land	1,993.21	772.12
	1,993.21	**772.12**

Note 24 : Employee Benefits Expense

(₹ in Lakhs)

Particulars	2016-17	2015-16
Salaries, Gratuity & Allowances	1,487.13	1,719.72
Contribution to Provident and Other Funds	43.97	42.85
Staff Welfare Expenses	14.16	7.12
	1,545.26	**1,769.70**

Note 25: Finance Costs

(₹ in Lakhs)

Particulars	2016-17	2015-16
Interest Expenses	15,541.07	12,631.02
Other Borrowing Costs	654.03	1,037.79
	16,195.10	**13,668.81**

Note 26: Project Expenses

(₹ in Lakhs)

Particulars	2016-17	2015-16
Materials Consumed	1,955.88	2,574.91
Payments to Contractors	9,369.11	12,155.51
Consultants Fees	698.02	957.90
Project Promotion & Expenses	309.94	434.38
Insurance	0.44	(14.12)
Repair & Maintenance	45.39	21.84
Rent	-	12.69
Rates & Taxes	322.50	21.95
Travelling & Conveyance	81.90	104.73
Constructions Expenses	-	8.02
Other Operating Expenses	145.85	340.94
Auditors' Remuneration	-	0.92
	12,929.03	**16,619.67**

Notes to Consolidated Financial Statements

Note 27: Other Expenses

(₹ in Lakhs)

Particulars	2016-17	2015-16
Electricity Charges	0.31	7.20
Rent	33.93	26.75
Repair and Maintenance	30.17	38.57
Rates & Taxes	2.85	1.15
Advertisement & Publicity	1.21	1.59
Custody Charges	2.29	2.36
Listing Fees	4.44	3.24
Directors' Sitting Fees (Refer Note No. 31)	4.68	3.20
Postage & Telephone	3.68	7.09
Printing & Stationery	5.53	6.19
Insurance	1.49	1.18
Royalty	13.44	12.20
Travelling & Conveyance	21.70	27.34
Legal & Professional Fees	71.88	33.73
Share of Loss in LLP	23.09	349.12
Loss on Sale of Current Investments	18.00	-
Miscellaneous Expenses	16.87	16.22
Auditors' Remuneration (Refer Note No. 29)	12.40	11.44
	267.96	**548.57**

Note 28: Earnings per Share (EPS)

(₹ in Lakhs)

Particulars	2016-17	2015-16
Earnings per Share is calculated as follows:		
Profit/(Loss) after tax attributable to Equity Shareholders	1,343.23	(423.98)
Weighted average number of equity shares (Basic and Diluted)	2,42,98,392	2,42,98,392
Nominal value of Equity Share	2	2
Basic and Diluted Earnings per Share	**5.53**	**(1.74)**

Note 29: Auditors' Remuneration

(₹ in Lakhs)

Particulars	2016-17	2015-16
As Auditors :		
Audit Fees	8.11	8.48
Tax Audit Fees	0.50	0.50
Limited Review	1.51	0.45
Certification & Other Matters	2.28	2.01
	12.40	**11.44**

Notes to Consolidated Financial Statements

Note 30: Defined Benefit Plans

As per Actuarial Valuations as on 31st March, 2017 and recognized in the financial statement in respect of Employee benefit schemes

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Unfunded	Unfunded	Unfunded	Unfunded
A. Components of Employer Expenses				
1. Current Service Cost	19.74	7.04	18.54	17.52
2. Interest Cost	6.84	5.29	4.84	5.35
3. Expected Return on plan assets	-	-	-	-
4. Actuarial Gain/Losses	8.74	(42.45)	10.89	25.84
5. Total Expenses recognised in the Statement of Profit and Loss	35.32	(30.12)	34.27	48.71
B. Net asset/(liability) recognised in balance sheet as at 31st March, 2017				
1. Present value of Defined Benefits Obligation	70.62	53.69	77.52	87.29
2. Fair value of plan assets	-	-	-	-
3. Funded Status [Surplus / (deficit)]	(70.62)	(53.69)	(77.52)	(87.29)
4. Net asset/(liability) recognised in balance sheet	(70.62)	(53.69)	(77.52)	(87.29)
C. Change in Defined Benefit Obligation during the year ended 31st March, 2017				
1. Present value of DBO at beginning of period	43.25	87.29	43.25	46.00
2. Current Service Cost	19.74	7.04	18.54	17.52
3. Interest Cost	6.84	5.29	4.84	5.35
4. Actuarial gain/ Losses	8.74	(42.45)	10.89	25.84
5. Benefits paid	(7.95)	(3.47)	-	(7.42)
6. Present value of DBO at the end of period	70.62	53.69	77.52	87.29
D. Change in Fair Value of Assets				
1. Plan assets at beginning of period	-	-	-	-
2. Expected Return on Plan assets	-	-	-	-
3. Actuarial Gains	-	-	-	-
4. Actual Company contributions	7.95	3.47	-	7.42
5. Benefits paid	(7.95)	(3.47)	-	(7.42)
6. Plan assets at the end of period	-	-	-	-
E. Actuarial Assumptions				
1. Discount Rate	7.50%	7.50%	8.00%	8.00%
2. Inflation Rate	6.00%	6.00%	6.00%	6.00%

Note 31: Related Party Transactions

i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

	Name of Related Party	Relationship
1.	Roseview Developers Private Limited	Associate
2.	Bengal Emami Housing Limited	Associate
3.	Prajay Urban Private Limited	Associate
4.	Swanhousing & Infra Private Limited (w.e.f. 4th February, 2016)	Associate
5.	Zandu Realty Limited	Associate
6.	Lohitka Properties LLP	Limited Liability Partnership
7.	Supervalue Nirman LLP	Limited Liability Partnership

Notes to Consolidated Financial Statements

ii)	**Key Management Personnel & Other Directors:**	
	a)	**Key Management Personnel:**
1.	Mr. Rajesh Bansal	Whole-time Director
2.	Mr. Girja Kumar Choudhary	Whole-time Director & CFO
3.	Mr. Sanjay Choudhary	Whole-time Director
4.	Dr. Kalyanasundaram Ramamurthy	Whole-Time Director (w.e.f. 25th January, 2017)
5.	Ms. Payel Jain	Company Secretary
	b)	**Other Directors:**
1.	Mr. Abhijit Datta	Non-Executive Chairman (Independent)
2.	Mr. Hari Mohan Marda	Independent Director
3.	Mr. Ram Gobind Ganeriwala	Independent Director
4.	Mrs. Karabi Sengupta	Independent Director
5.	Mr. Debasish Bhaumik	Independent Director
6.	Mr. Basant Kumar Parakh	Non-Executive Non-Independent Director
iii)	**Relatives of Key Managerial Personnel:**	
1.	Mr. Yasho Vardhan Bansal	Son of Mr. Rajesh Bansal
2.	Mrs. Roshan Choudhary	Wife of Mr. Sanjay Choudhary
iv)	**Enterprises over which One Key Management Personnel has significant influence:**	
1.	Dev Infracity Private Limited	
2.	Raj Infraproperties Private Limited	

v)	**Enterprises wherein the Company's promoters have significant influence:**		
1.	Add Albatross Properties Private Limited	25.	New Way Constructions Limited
2.	AMRI Hospitals Limited	26.	Oriental Sales Agencies (India) Private Limited
3.	Aviro Vyapaar Private Limited	27.	Paradise Agriculture Private Limited
4.	Bhanu Vyapaar Private Limited	28.	Prime Constructions Private Limited
5.	Creative Cultivation Private Limited	29.	Sanjeevani Vyapaar LLP
6.	Diwakar Viniyog Private Limited	30.	Sneha Skyhigh Private Limited
7.	Emami Agrotech Limited	31.	Suntrack Commerce Private Limited
8.	Emami Beverages Limited	32.	Sneha Abasan Private Limited
9.	Emami Buildcon Private Limited	33.	Sneha Enclave Private Limited
10.	Emami Capital Markets Limited	34.	Sneha Gardens Private Limited
11.	Emami Cement Limited	35.	Sneha Niketan Private Limited
12.	Emami Constructions Private Limited (Ceased to be subsidiary (w.e.f. 30th March, 2016)	36.	South City Projects (Kolkata) Limited
13.	Emami Estates Private Limited	37.	Anamika Kala Samgam Trust
14.	Emami Frankross Limited	38.	Auto Hitech Private Limited
15.	Emami Home Private Limited	39.	Begonia Textiles Private Limited
16.	Emami Limited	40.	Camellias Merchants Private Limited
17.	Emami Paper Mills Limited	41.	Eveningstar Trades Private Limited
18.	Emami Projects Private Limited	42.	Eveningstar Vinimay Private Limited
19.	Emami Nirman Private Limited	43.	Fiddle Engineering Private Limited
20.	Emami Vriddhi Commercial Private Limited	44.	Genil Commosale Private Limited
21.	Fastgrow Crops Private Limited	45.	Polpit Vincom Private Limited
22.	Jhansi Properties Private Limited	46.	Sureshine Vinimay Private Limited
23.	Magnificent Vyapaar LLP	47.	Swans Home Private Limited
24.	Midkot Trades Private Limited	48.	Touchwin Tradecom Private Limited

Notes to Consolidated Financial Statements

vi) Transactions during the year with related parties:

(₹ in Lakhs)

Nature of Transactions	Associates		Limited Liability Partnership		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which Key Management Personnel has significant influence		Enterprises wherein the Company's promoters have significant influence		Total	
	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16
Loans Taken	9,995.00	-	-	-	-	-	-	-	-	-	34,088.00	787.00	44,083.00	787.00
Loans Repaid	9,088.09	-	-	-	-	-	-	-	-	-	16,681.40	787.00	25,769.49	787.00
Interest Paid	13.73	-	-	-	-	-	-	-	-	-	361.45	4.42	375.18	4.42
Loan Given	1,224.00	649.00	6,779.44	3,780.40	-	-	-	-	-	-	13,937.86	37,698.04	21,941.29	42,127.44
Realisation of Loan Given	650.81	310.00	128.27	799.50	-	-	-	-	-	-	19,002.66	28,501.39	19,781.74	29,610.90
Interest Received	412.85	336.28	130.91	554.12	-	-	-	-	5.43	108.73	3,498.49	2,530.21	4,047.68	3,529.33
Advances Received	-	-	-	-	-	-	-	-	-	-	-	254.00	-	254.00
Repayment of Advances Received	-	-	-	-	-	-	-	-	-	-	-	254.00	-	254.00
Advances Given	-	18.79	-	-	-	-	-	-	229.05	53.89	308.76	71.88	537.81	144.56
Realisation of Advances Given	18.79	-	-	0.63	-	-	-	-	-	-	0.03	-	18.82	0.63
Security Deposit	-	-	-	-	-	-	-	-	2,550.00	-	2,550.72	24.73	5,100.72	24.73
Refund of Security Deposit	-	-	-	-	-	-	-	-	-	-	-	14.74	-	14.74
Deposit given u/s 160	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposit refund u/s 160	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursements	167.50	209.24	113.75	37.54	-	-	-	-	88.55	78.04	305.45	322.07	675.26	646.89
Sale of Investments	-	-	-	-	-	-	-	-	-	-	12.00	512.30	12.00	512.30
Purchase of Investments	-	-	-	0.40	-	-	-	-	-	-	-	88.66	-	89.06
Service Charges Received	207.00	180.00	-	-	-	-	-	-	-	-	3.39	1.57	210.39	181.57
Dividend Received	-	-	-	-	-	-	-	-	-	-	14.00	14.00	14.00	14.00
Reversal of Share of Loss in LLP in Previous Year	-	-	334.02	-	-	-	-	-	-	-	-	-	334.02	-
Rent	-	-	-	-	-	-	-	-	-	-	38.79	25.32	38.79	25.32
Repair & Maintenance	-	-	-	-	-	-	-	-	-	-	47.08	34.72	47.08	34.72
Electricity Charges	-	-	-	-	-	-	-	-	-	-	0.35	7.20	0.35	7.20
Royalty	-	-	-	-	-	-	-	-	-	-	15.38	12.20	15.38	12.20
Corporation Tax	-	-	-	-	-	-	-	-	-	-	-	0.69	-	0.69
Professional Fees	-	-	-	-	-	-	21.65	21.49	-	-	-	2.23	21.65	23.72
Commission Paid	-	-	-	-	-	-	-	-	1.29	-	316.85	244.83	318.14	244.83
Share of Loss in LLP	-	-	23.09	349.12	-	-	-	-	-	-	-	-	23.09	349.12
Remunerations Paid	-	-	-	-	459.19	386.00	2.58	-	-	-	-	-	461.77	386.00

Notes to Consolidated Financial Statements

vi) Transactions during the year with related parties: (contd.)

(₹ in Lakhs)

Nature of Transactions	Associates		Limited Liability Partnership		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which Key Management Personnel has significant influence		Enterprises wherein the Company's promoters have significant influence		Total	
	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16
Sitting Fees	-	-	-	-	4.66	3.20	-	-	-	-	-	-	4.66	3.20
General Expenses	-	-	-	-	-	-	-	-	-	-	0.13	-	0.13	-
Staff Welfare	-	-	-	-	-	-	-	-	-	-	0.01	-	0.01	-
Purchase of AC	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Motor Car Expenses	-	-	-	-	-	-	-	-	-	-	0.91	1.25	0.91	1.25
Corporate Guarantee Given	-	-	-	4,700.00	-	-	-	-	-	-	-	-	-	4,700.00
Corporate Guarantee taken	-	-	-	-	-	-	-	-	7,338.00	9,000.00	1,23,574.00	89,800.00	1,30,912.00	98,800.00
Balance as on 31st March, 2017														
Loans Given	3,341.29	2,768.10	27,892.66	21,241.49	-	-	-	-	-	-	19,420.26	24,485.06	50,654.21	48,494.65
Interest Receivable	404.68	400.33	7,106.07	2,873.24	-	-	-	-	-	5.04	4,146.64	3,669.79	11,657.40	6,948.40
Loans Taken	906.91	-	-	-	-	-	-	-	-	-	17,406.60	-	18,313.51	-
Interest Payable	123.59	-	-	-	-	-	-	-	-	-	1,283.87	-	1,407.47	-
Advances Given	-	18.79	-	-	-	-	-	-	381.51	152.46	375.90	70.54	757.41	241.79
Advances Taken	12.50	12.50	-	-	-	-	-	-	-	-	704.58	358.67	717.08	371.17
Fluctuating Capital Account with a LLP (Credit Balance)	-	-	38.19	349.12	-	-	-	-	-	-	-	-	38.19	349.12
Security Deposit	-	-	-	-	-	-	-	-	2,550.00	-	12,575.45	10,024.73	15,125.45	10,024.73
Investments	6,088.91	6,088.91	0.41	0.41	-	-	-	-	-	-	700.00	700.00	6,789.32	6,789.32
Inventories	2,448.00	2,448.00	-	-	-	-	-	-	-	-	-	-	2,448.00	2,448.00
Receivable	-	50.16	-	-	-	-	-	-	-	-	-	-	-	50.16
Payable	-	-	-	-	-	-	-	-	1.22	-	297.93	252.00	299.15	252.00
Corporate Guarantee given	-	-	3,290.00	4,700.00	-	-	-	-	-	-	-	-	3,290.00	4,700.00
Corporate Guarantee taken	-	-	-	-	-	-	-	-	7,338.00	9,000.00	1,52,450.00	1,71,268.00	1,59,788.00	1,80,268.00

Notes to Consolidated Financial Statements

Note 32: Details of terms of repayment and nature of securities provided in respect of secured long-term borrowings are as under:

(A) Term Loans from Bank

(₹ in Lakhs)

	Bank	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
a.	RBL Bank Limited	First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature", as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including the land owning companies and Fixed deposits of ₹300 Lakhs kept in lien with Bank.	Term Loan of ₹8,500 Lakhs is repayable in 12 structured quarterly installments commencing from December, 2017, out of this, 4 installments of ₹212.50 Lakhs each, 2 installments of ₹425.00 Lakhs each, 2 installments of ₹850.00 Lakhs each and 4 installments of ₹1,275.00 Lakhs each.	11.00%	7,500.00	-
b.	RBL Bank Limited	Subservient charge by way of hypothecation over receivables of Company's Project "Emami City" and "Emami Tejomaya" coupled with corporate guarantee and pledge of equity shares held by two related parties	Term Loan of ₹16,500 Lakhs is repayable in 10 structured quarterly installments commencing from December, 2017, out of this, 5 installments of ₹825 Lakhs each, 1 installment of ₹1,650 Lakhs each, 3 installments of ₹2,475 Lakhs each and 1 installment of ₹3,300 Lakhs each.	10.60%	16,500.00	-
c.	RBL Bank Limited	First charge on immovable property owned by Sneha Ashiana Private Limited (wholly-owned subsidiary) at Coimbatore, Tamil Nadu, under the name of Project "Emami Aerocity" as well as hypothecation over its inventory and receivables thereof. Further, the loan is secured by the Corporate Guarantee of a related party and the land owning company.	Term Loan of ₹4,000 Lakhs is repayable in 4 quarterly installments of ₹1,000 Lakhs each commencing from July, 2017	10.75%	4,000.00	-
d.	ICICI Bank Limited	First charge on immovable property owned by Add Albatross Properties Private Limited at 34 Egattur Village, Chengalpet Taluk, Tamil Nadu under the name of Project "Emami Tejomaya" and its receivables thereof. Further, the loan is secured by the corporate guarantee of Add Albatross Properties Private Limited and Oriental Sales Agencies (India) Private Limited and Fixed deposits of ₹275 Lakhs kept in lien with Bank.	Term Loan of ₹12,500 Lakhs is repayable in 30 monthly installments of ₹417 Lakhs each commencing from April, 2017.	12.25%	8,876.34	6,984.12
e.	ICICI Bank Limited	First charge on immovable property owned by Oriental Sales Agencies (India) Private Limited at 2 Jessore Road, Kolkata - 700028 under the name of Project "Emami City" and its receivables thereof as well as additional security of a land parcel owned by a related party together with the corporate guarantee by the said related party to the extent of the value of above mortgaged land. Further, the loan is secured by the corporate guarantee of Oriental Sales Agencies (India) Private Limited as well as Fixed deposits of ₹580 Lakhs kept in lien with Bank.	Term Loan of ₹12,500 Lakhs is repayable in 24 monthly installments of ₹520 Lakhs each commenced from March, 2016; ₹9,000 Lakhs is repayable in 24 monthly installments of ₹375 Lakhs each commencing from April, 2018; ₹10,000 Lakhs is repayable in 24 monthly installments of ₹417 Lakhs each commencing from April, 2018.	12.00% 11.45% 10.75%	14,672.07 2,600.00 2,220.00	20,830.15

(A) Term Loans from Bank (contd.)

(₹ in Lakhs)

	Bank	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
f.	RBL Bank Limited	First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature", as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including land owning companies and Fixed deposits of ₹300 Lakhs kept in lien with Bank.	Refunded in May, 2016	10.65%	-	4,500.00
					56,368.41	32,314.27
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				15,819.00	6,240.00
			Total		40,549.41	26,074.27

(B) Term Loans from Non Banking Financial Companies

(₹ in Lakhs)

	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	L&T Fincorp Limited	Equitable Mortgage of Land at Jhansi owned by the Company alongwith certain related parties coupled with Corporate Guarantee of a related party.	Term Loan of ₹9,000 Lakhs is repayable in 10 equal quarterly installments of ₹900 Lakhs each, commencing from October, 2017.	10.60%	4,000.00	-
		Equitable Mortgage of Land at Jhansi owned by the Company alongwith certain related parties coupled with Personal Guarantee of a related party.	Repayable in 6 equal quarterly installments of ₹500 Lakhs each commenced from July, 2017.	12.15%	3,000.00	5,000.00
			Repayable in 6 equal quarterly installments of ₹333 Lakhs each commenced from July, 2017.	12.15%	2,000.00	3,333.33
					9,000.00	8,333.33
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				5,133.33	3,333.33
			Total		3,866.67	5,000.00

Notes to Consolidated Financial Statements

Note 33: Details of terms of repayment and nature of securities provided in respect of unsecured long-term borrowings are as under:

(A) Redeemable Non Convertible Debentures

(₹ in Lakhs)

	Non Convertible Debentures	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i	1,150 Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Principal amount plus Redemption Premium such that the yield to maturity is @ 10.25% p.a. payable on redemption i.e. July, 2018 for Series A Debentures (900 Debentures) and June, 2018 for Series B Debentures (250 Debentures).	Zero	11,500.00	-
ii.	1,000 Non Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Principal amount plus Redemption Premium @ 11.15% p.a. compounded annually payable on redemption i.e. April, 2018.	Zero	10,000.00	10,000.00
iii.	100 Non-Convertible Debentures of ₹1,00,00,000/- each	First pari- passu charge by mortgage of Project Land at Mulund, Mumbai owned by Lohitka Properties LLP along with fixed and current assets thereof and First pari passu charge on Interest Service Reserve Account represented by Fixed deposits of ₹344.00/- Lakhs kept in lien. Further, the loan is secured by Personal Guarantee of a related party.	Repayable in 10 quarterly installments of ₹1,000 Lakhs each commencing from October, 2017	13.65%	10,000.00	10,000.00
iv.	100 Non Convertible Debentures of ₹1,00,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Principal amount plus Redemption Premium such that the yield to maturity is @ 11.60% p.a. payable on redemption i.e. August 2017.	Zero	10,000.00	10,000.00
v.	1,000 Non Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed in September, 2016 by payment of principal amount plus Redemption Premium @ 11.10% p.a. compounded annually	Zero	-	10,000.00
					41,500.00	40,000.00
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				13,000.00	10,000.00
			Total		28,500.00	30,000.00

(B) Term Loans from Non Banking Financial Companies

(₹ in Lakhs)

	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	Kotak Mahindra Prime Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	Repayable in March 2022	9.50%	2,500.00	-
ii.	Kotak Mahindra Investments Limited	Corporate Guarantee of a related party	Term Loan of ₹1,000 Lakhs is repayable in 2 tranches of ₹500 Lakhs each, in August, 2018 and August, 2019.	10.10%	1,000.00	-
iii.	Kotak Mahindra Prime Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	Term Loan of ₹1,650 Lakhs is repayable in 2 tranches of ₹825 Lakhs each, in August, 2018 and August, 2019.	10.10%	1,650.00	-
iv.	Kotak Mahindra Investments Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	Term Loan of ₹550 Lakhs is repayable in 2 tranches of ₹275 Lakhs each, in August, 2018 and August, 2019.	10.10%	550.00	-
v.	Axis Finance Limited	First charge by way of equitable mortgage of Land at Indore, Madhya Pradesh owned by a related party coupled with Corporate Guarantee of the land owning company and a related party	Term Loan of ₹10,000 Lakhs is repayable in 12 equal quarterly Installments of ₹833 Lakhs commencing from June, 2018.	9.35%	6,200.00	-

(B) Term Loans from Non Banking Financial Companies (contd.)

(₹ in Lakhs)

	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
vi.	Kotak Mahindra Prime Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	Term Loan of ₹3,000 Lakhs is repayable in 2 tranches of ₹1,500 Lakhs each, in August, 2018 and August, 2019.	10.10%	3,000.00	-
vii.	Housing Development Finance Corporation Limited	First charge by way of equitable mortgage of land at Buda, Jhansi, Uttar Pradesh owned by five related parties coupled with Corporate Guarantee of a related party	Term Loan of ₹10,000 Lakhs is repayable in 8 equal quarterly Installments of ₹1,250 Lakhs each, commencing from March, 2018.	10.70%	10,000.00	-
viii.	Kotak Mahindra Prime Limited	Pledge of equity shares by a related party	Repaid in May, 2016	10.75%	-	7,300.00
ix.	Tata Capital Finance Services Limited	Pledge of equity shares by a related party	Repaid in July, 2016	10.25%	-	5,000.00
			Repaid in September, 2016	10.25%	-	4,000.00
					24,900.00	16,300.00
	Less: Current Maturities of Long Term Debt disclosed under Other Current Liabilities (Refer Note No. 8)				1,250.00	9,000.00
			Total		23,650.00	7,300.00

Note 34: **Details of terms of repayment and securities provided in respect of unsecured short-term borrowings are as under:**

(A) Redeemable Non Convertible Debentures

(₹ in Lakhs)

	Mutual Fund/ Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	1000 Non Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed on July, 2016 upon payment of principal amount plus Redemption Premium @ 10.60% p.a. compounded annually	Zero	-	10,000.00
ii.	20 Non Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed on September, 2016 upon payment of principal amount plus Redemption Premium @ 10.15% p.a. compounded annually	Zero	-	2,000.00
			Total		-	12,000.00

(B) Term Loans from Non Banking Financial Companies

(₹ in Lakhs)

	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at 31st March, 2017	As at 31st March, 2016
i.	Bajaj Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	Repaid in June, 2016	10.15%	-	2,000.00
ii.	STCI Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	Repaid in August, 2016	10.15%	-	4,000.00
iii.	Axis Finance Limited	Mortgage over Jhansi Land owned by certain related parties.	Repaid in September, 2016	12.00%	-	4,000.00
			Total		-	10,000.00

Notes to Consolidated Financial Statements

Note 35: Investment in Limited Liability Partnership

Name of LLP	Company's Profit Sharing Ratio
i. Lohitka Properties LLP	10%
ii. Supervalue Nirman LLP	1%

Note 36: Current Non-Trade Investments purchased and sold during the year

Particulars	2016-17		2015-16	
	Purchased	Sold	Purchased	Sold
	Nos. of Units.	Nos. of Units.	Nos. of Units.	Nos. of Units.
Birla Sun Life Cash Plus - Growth Direct Plan	3,27,777.236	3,27,777.236	41,87,572.228	41,87,572.228
Birla Sun Life Cash Plus - Growth Regular Plan	-	-	2,33,932.727	2,33,932.727
Kotak Floater Short Term - Direct Plan - Growth	97,244.091	97,244.091	-	-

Note 37: Current Trade Investments purchased and sold during the year

(₹ in Lakhs)

Particulars	2016-17	2015-16
Paintings		
Opening Balance	419.66	906.30
Add: Purchase	-	88.66
Less: Sale	30.00	512.30
Less: Transferred to Fixed Assets	-	63.00
Closing Balance	389.66	419.66

Note 38: The Company has entered into Joint Development Agreements for development of Projects at Chennai, Coimbatore and Kolkata.

Note 39: Investments include Goodwill on consolidation of Associates amounting to ₹0.77 Lakhs (P.Y. ₹0.77 Lakhs)

Note 40: The Company has initiated criminal proceedings against Karthikeya Ancillaries Private Limited (the landlord) & its directors with whom the Company has entered into Area Assignment Agreement for purchase of 28,750 sqft area in the proposed Shopping Mall at Coimbatore. The book value of total Investment in the project as on 31st March, 2017 is ₹962.43 Lakhs (P.Y. ₹962.43 Lakhs). The said landlord has served Termination Notice. The Company has taken requisite legal steps including challenging the termination and filing of cases before the various Courts. In terms of order of injunction passed by the learned Principal District Munsif, Coimbatore, the subject property is presently in possession of the Company. Pursuant to the order of the Hon'ble Madras High Court, Justice P K Balasubramanyan, Retired Judge of the Supreme Court of India, appointed as Sole Arbitrator has completed the hearings and cross examination of witnesses of parties. The written arguments have been filed before the Hon'ble Arbitral Tribunal by the parties. Hon'ble Arbitrator has reserved his award. The Company has been legally advised that the result of such proceedings are expected to be in its favour.

Note 41: Against the JDA Assignment Agreement entered by the Company with M/S. Presidium Construction (Coimbatore) Pvt. Ltd. and M/S Karthikeya Ancillaries Pvt. Ltd. (the landlord) for assignment of JDA entered into between the landlord and Presidium Construction Pvt. Ltd. for development of an immovable property situated at Avinashi Road, Coimbatore, the said landlord has served Termination Notice. The Company has taken requisite legal steps including challenging the termination and filing of cases before the various Courts. In terms of order of injunction passed by the learned Principal District Munsif, Coimbatore, the subject property is presently in possession of the Company. Pursuant to the order of the Hon'ble Madras High Court, Justice P K Balasubramanyan, Retired Judge of the Supreme Court of India, appointed as Sole Arbitrator has completed the hearings and cross examination of witnesses of parties. The written arguments have been filed before the Hon'ble Arbitral Tribunal by the parties. Hon'ble Arbitrator has reserved his award. The Company has been legally advised that the result of such proceedings are expected to be in its favour.

Notes to Consolidated Financial Statements

Note 42: Disclosure in respect of Specified Bank Notes:

(₹ in Lakhs)

Particulars	Specified Bank Notes (SBNs)*	Other Denomination Notes	Total
Closing cash in hand as on 8th November, 2016	6.16	20.43	26.59
Add: Receipts for permitted transactions	-	7.36	7.36
Add : Receipts for non-permitted transactions	-	-	-
Less : Paid for permitted transactions	-	6.03	6.03
Less : Paid for non-permitted transactions	-	-	-
Less: Deposited in bank accounts	6.16	0.03	6.19
Closing cash in hand as on 30th December, 2016	-	21.74	21.74

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs numbers S.O. 3407(E), dated November 8, 2016.

Note 43: The Company has not recognised the Deferred Tax Assets as mentioned herein under as a matter of abundant caution as recommended under Accounting Standard (AS - 22) issued by The Institute of Chartered Accountants of India.

(₹ in Lakhs)

Particulars	2016-17	2015-16
Timing Difference with respect to Depreciation	26.92	52.15
Current year loss	289.78	691.82
Earlier year loss	1,575.13	1,094.65
Provision for Leave Encashment	104.88	77.52
Provision for Gratuity	53.69	87.29
Total	2,050.41	2,003.43
Deferred Tax Assets	709.61	693.35

Note 44 : Additional infromation pursuant to Schedule III to the Companies Act, 2013

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in laks)	As % of consolidated net assets	Amount (₹ in laks)
Emami Infrastructure Limited	93.94%	2,607.29	115.04%	1,545.31
Subsidiaries (Indian):				
Sneha Ashiana Private Limited	-0.81%	(22.58)	-0.02%	(0.23)
New Age Realty Private Limited	-41.88%	(1,162.36)	-21.55%	(289.51)
Delta PV Private Limited	0.63%	17.55	0.00%	(0.04)
Minority interests in all subsidiaries	0.28%	7.91	0.00%	0.02
Associates (Indian):				
Roseview Developers Private Limited	-0.02%	(0.50)	-	-
Prajay Urban Private Limited	-0.02%	(0.50)	-	-
Bengal Emami Housing Limited	-0.07%	(1.89)	0.13%	1.70
Swanhousing & Infra Private Limited	0.08%	2.25	0.10%	1.32
Zandu Realty Limited	60.03%	1,666.12	13.68%	183.71
Inter-company Elimination & Consolidation Adjustment	-12.17%	(337.78)	-7.37%	(99.05)
Total	**100.00%**	**2,775.50**	**100.00%**	**1,343.23**

Notes to Consolidated Financial Statements

Note 45 : Expenditure in Foreign Currency (On Payment Basis)

(₹ in Lakhs)

Particulars	2016-17	2015-16
Employee Training Expenses	33.86	28.96
Design Consultancy Services	-	67.58
Others	-	9.57
Total	**33.86**	**106.11**

Note 46: Based on the receipt of Audited Accounts of a LLP in which the Company is a partner, the difference of ₹334.02 Lakhs between the loss as per provisional accounts and as per audited accounts for the year ended 31st March, 2016 has been reversed during the year.

Note 47: There were no dues outstanding for more than 45 days to any Micro, Small and Medium Enterprises Creditor. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such communication has been received from the respective parties by the Company. This has been relied upon by the Auditors.

Note 48: The Company operates in a single business segment i.e. Real Estate Development. Therefore, segment reporting as per AS - 17 is not applicable.

Note 49: **Contingent Liabilities not provided for in respect of:**

a. Corporate Guarantee given to Axis Finance Limited for Lohitka Properties LLP ₹3,290 Lakhs (P.Y. ₹4,700 Lakhs)

b. Commitments: Major Contract commitment Outstanding for Land purchase: ₹410 Lakhs (P. Y. Nil).

c. Bank Guarantees given to Sales Tax Authorities ₹5.00 Lakhs (P.Y. ₹38.20 Lakhs)

d. Disputed Income Tax demands ₹187.29 Lakhs (P.Y. ₹187.29 Lakhs)

Note 50: Previous year's figures have been rearranged or regrouped wherever necessary.

As per our report of even date

For **S. K. Agrawal & Co.**
Chartered Accountants
Firm Registration No. 306033E

J. K. Choudhury
Partner
M. No. 009367

Place: Kolkata
Date: 27th May, 2017

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Karabi Sengupta
Director

Debasish Bhaumik
Director

Rajesh Bansal
Whole-time Director

Girja Kumar Choudhary
Whole-time Director & CFO

Payel Jain
Company Secretary

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES & ASSOCIATES

Part "A": Subsidiaries

(₹ in Lakhs)

Sl. No.	1	2	3
Name of subsidiary	Sneha Ashiana Private Limited	Delta PV Private Limited	New Age Realty Private Limited
Date since when the subsidiary was acquired	20.07.2007	02.09.2008	05.06.2007
Reporting Date	31.03.2017	31.03.2017	31.03.2017
Reporting Currency	INR	INR	INR
Share capital	5.00	45.00	5.00
Reserves & surplus	(27.58)	(27.45)	(1,167.36)
Total Assets	7,789.90	1,315.33	1,159.29
Total Liabilities	7,812.48	1,297.78	2,321.65
Investments	-	-	-
Turnover	-	0.19	-
Profit/(Loss) before Taxation	(0.23)	(0.04)	(289.51)
Tax Expense	-	-	-
Profit/(Loss) after taxation	(0.23)	(0.04)	(289.51)
Proposed Dividend	-	-	-
% of Shareholding	100	55	60

Notes:

1. Names of subsidiaries which are yet to commence operations – NONE
2. Names of subsidiaries which have been liquidated or sold during the year- NONE;

For and on behalf of the Board of Directors

Abhijit Datta Chairman	**Hari Mohan Marda** Director	**Ram Gobind Ganeriwala** Director
Karabi Sengupta Director	**Debasish Bhaumik** Director	**Rajesh Bansal** Whole-time Director
	Girja Kumar Choudhary Whole-time Director & CFO	**Payel Jain** Company Secretary

Place: Kolkata
Date: 27th May, 2017

Part "B"

STATEMENT PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANIES

(₹ in Lakhs)

Name of Associates	Roseview Developers Private Limited	Prajay Urban Private Limited	Bengal Emami Housing Limited	Swanhousing & Infra Private Limited	Zandu Realty Limited
1. Latest audited Balance Sheet Date	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2. Date on which the Associate was associated or acquired	25.01.2007	31.03.2008	27.06.2011	04.02.2016	31.03.2010
3. Shares of Associates held by the Company on the year end					
- No.	5,000	5,000	60,000	6,90,000	2,86,329
- Amount of Investment	0.50	0.50	6.00	69.00	6012.91
- Extent of Holding (%)	50	50	30	33.66	35.51
4. Description of how there is significant influence	Based on the percentage of holding over these investees				
5. Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.	N.A	N.A.
6. Networth attributable to Shareholding as per latest audited Balance Sheet	(2.94)	(1.23)	3.24	70.34	7012.16
7. Profit / (Loss) for the year					
i. Considered in Consolidation	(0.07)	(0.20)	1.70	1.31	183.84
ii. Not considered in Consolidation	-	-	-		-

Notes:

1. Names of associates or joint ventures which are yet to commence operations- NONE
2. Names of associates or joint ventures which have been liquidated or sold during the year- NONE

For and on behalf of the Board of Directors

Abhijit Datta Chairman	**Hari Mohan Marda** Director	**Ram Gobind Ganeriwala** Director
Karabi Sengupta Director	**Debasish Bhaumik** Director	**Rajesh Bansal** Whole-time Director
	Girja Kumar Choudhary Whole-time Director & CFO	**Payel Jain** Company Secretary

Place: Kolkata
Date: 27th May, 2017



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